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# **CHAIRMAN'S GUIDE**

**including SECRETARY'S HANDBOOK & HINTS  
FOR PUBLIC SPEAKING**



# **CHAIRMAN'S GUIDE**

**including SECRETARY'S HANDBOOK & HINTS  
FOR PUBLIC SPEAKING**

BY

**R. R. SAKSENA, M. A., LL. B., D. L. SC.,**

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## Preface

The business of the society is now conducted more and more by means of deliberations and discussions in meetings on various matters of vital importance to the community. Everyone is therefore more or less interested in the knowledge of rules and procedure for the orderly and efficient working of such meetings. The aim of this book is to bring together in a handy volume the required information on the subject. The work is exclusively descriptive in nature and is based on established practices and conventions particularly those of the various legislatures in India and of the British Parliament. Therefore no originality is claimed.

R. R. Saksena,

Katchery Road,

Lucknow

24th February 1940.



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## CHAPTER I.

### INTRODUCTION

#### 1. Deliberative bodies

As civilization grows, the business of the society is conducted more and more by means of deliberations and discussions in meetings. In modern society thus thousands of meetings are held in most towns and cities and vital matters of the whole community are discussed there. Every one is therefore interested in the knowledge of procedure for the orderly working of meetings and rules for conducting deliberations and business in those meetings.

The objects with which a deliberative assembly is constituted can only be achieved by ascertaining the sense or will of the assembly, and by embodying that sense or will in an intelligible, authentic, and authoritative form. For this purpose it is necessary that the assembly should properly be constituted and that it should conduct its proceedings according to certain rules, and adopt certain forms, which experience has shown to be the best adapted to that purpose.

Some deliberative assemblies are permanent bodies e. g. legislature, Municipal Board, District Board, Local Board, corporations, companies. They are usually constituted and organised by virtue of certain legal provisions; while others, of an occasional or temporary character, such as conventions and political meetings constitute and organise themselves on their assembling together for the purposes of their appointment.

## 2. Convening of meetings

The organisations of the permanent bodies need no guidance since they are prearranged and preorganised. The most usual and convenient method of organising temporary meetings is that members assemble in a scheduled place at the appointed time and one of them addressing others requests them to come to order and to proceed with the business. A presiding officer is elected, (this is discussed in the following chapter) and the business proceeds. The presiding officer is usually called the chairman or the president, and if necessary a vice-president may also be elected to preside when the chairman or the president is absent. The man who records proceedings is generally called the secretary. In a general meeting membership

is not confined to any particular class unless the conveners have so notified. But in meetings held for a definite purpose membership is confined to those only who under the rules are entitled to it.

Let us take a particular case of the formation of a club. A club is usually formed by one or two enthusiasts deciding to test the feeling of the public, but often it is an individual who takes the initiative. He writes to local newspapers asking for people interested in the subject to write to him on the matter. The newspapers publish the letter and replies are received.

The following is a specimen form of such letters:  
"Dear Sir,

**Proposed cultural club for Lucknow.**

It is proposed to try and form a cultural Club for Lucknow, there being at the moment no such properly organised body. I would be much obliged if any person interested would communicate with the editor through this column or get in touch with the undersigned personally with a view to assisting in taking the initiative and testing the feeling of the town on this matter.

Yours faithfully,

”

The next stage is to call a meeting of the people who reply and an informal discussion on the subject takes place. The date and time of the formal meeting is then fixed and an enthusiastic person acts as secretary and issues invitations to those who replied as also to others interested in the subject. Each person present canvasses other individuals who have some taste for the subject to join the meeting. When the meeting is held the chairman or some prominent speaker gives an outline why the meeting has been called and makes a convincing speech for forming the club. After this the matter is thrown open for discussion. If it is decided a room may be hired and the office bearers of the club may be elected.

### 3. Parliamentary procedure

The rules for the conduct and procedure of bodies, such as, local bodies, corporations, societies, clubs, associations or any other organization are derived from the laws, rules, and conventions devised from the British House of Commons and are better known as parliamentary Procedure. Though in order to adapt them to local circumstances and want of time, they have been changed. To these rules each assembly is accustomed to add

a code of its own, by which, in conjunction with the former, its proceedings are regulated.

In India such institutions are of recent growth and therefore the knowledge of parliamentary procedure is not yet sufficiently wide-spread and rules of procedure are therefore still a mystery to most people. They seem to have vague notions about them and not unoften think that they consist of arbitrary provisions and meaningless and unnecessary forms, placing difficulties in the way of individuals exercising their free rights. But on a closer examination it would appear that the rules of procedure are far from being arbitrary and meaningless and are mostly based on excellent reason and embody sound principles of justice, equity, fairness, good conscience for the orderly and effective working of a deliberative society.

The purpose of these rules is to establish a course of conduct by which every member of the body gets a fair chance to participate in proceedings and to arrange business in such a way as to extract the maximum of utility in the minimum of time. Then the decisions reached in the body must have been arrived at after adequate debate conducted with freedom enough to permit useful contribution of ideas and opinions, and to exclude as far

as practicable the untoward influence of preception or passion.

Last but not least the purpose of these rules is to protect the rights of those persons who happen to be in a minority whatever action the meeting as a whole may take the minority should be given the right to have their say and to ventilate the grievances before any conclusion in any matter is arrived at.

Such are the rules and principles on which the procedure of any deliberative body is based. But the efficiency of all these depends upon the good will of the members of the deliberative body and still more on the even-handed treatment, capability and efficiency of the person enforcing the rules i. e. the chairman or the President. The duties and method of election will be discussed in the subsequent chapter.

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## CHAPTER II.

### THE CHAIRMAN

#### 1. Temporary Chairman

The chairman is the officer conducting meetings on orderly lines. When a body meets for the first time, or when it only has to meet once to fulfil its duties, those responsible for convening the meeting must nominate or elect a chairman. Usually, one of these people says, "I propose that Mr. X be nominated as chairman." Another gentleman stands up and says, "I beg to second that" Usually, all those present intimate thier consent by crying "agreed" or by raising their hands, or by any other method. This settles the matter and by a unanimous vote, Mr. X is elected the chairman.

Usually the chairman straight takes the chair but sometimes the conveners escort Mr. X to the chair. Mr. X then expresses his thanks to those assembled and says that he will carry out the trust reposed in him to the best of his ability. He, then, takes business in hand.

But, it often happens that the first step does

not proceed so smoothly. There may be rival parties and they might contest the election of the chairman. When there is no unanimity, there is usually one course, and that is for one of the conveners of the meeting to propose Mr. X as the temporary chairman. Someone then seconds this proposal, Mr. X takes the chair temporarily. He does not proceed with the business of the meeting, but arranges for the election of a real chairman and vacates his seat the moment the real chairman is elected. There should be no reason why anyone should obstruct the appointment of a temporary chairman, for it assists all parties to get on with the business.

## 2. Election of Chairman

The temporary chairman then calls nominations for chairmanship. Some person seconds them. Usually the persons nominated are present. If there is now one nomination, as is the case usually, the temporary chairman declares the nominee to be duly elected and he takes his seat. If however more than one nominations are received, the temporary chairman reads all the names and they are voted upon. The votes may be recorded in any reasonable way. When two names only are con-

cerned, a show of hands is usually the best method. But, if there are more than two candidates, a paper vote is usually preferred. For the counting of the paper votes the temporary chairman may ask the meeting to nominate three or four scrutineers and, thus, ensure that the papers are impartially and expeditiously dealt with. After scrutinization they hand over the figures to the temporary chairman who announces the result. When two nominees have equal votes, the chairman may give his vote to one or the other hand, and thereby put that candidate in office. But to keep his impartiality in tact it is better that he may decide by casting lots. Another method when two candidates have equal votes is for the temporary chairman to put these two names to the meeting, without any others, and give those present an opportunity to vote on only these two. This is possible only when there are only two candidates.

Sometimes the chairman puts the elected candidate up a second time when everybody votes for him as a matter of form. In the minutes, therefore it is recorded that the election was unanimous.

There is another method for the election of a chairman which is common in certain legislatures. Where more than two candidates have been nomi-

nated and at the first ballot no candidate obtains more votes than the aggregate votes obtained by the other candidates, the candidate who obtains the smallest number of votes is excluded from the election and balloting proceeds. The candidate obtaining the smallest number of votes at each ballot is excluded from the election, until one candidate obtains more votes than the remaining candidate or than the aggregate votes of the remaining candidates, as the case may be. Where at any ballot any of three or more candidates obtain an equal number of votes and one of them has to be excluded from the election, the determination as between the candidates whose votes are equal of the candidate who is to be excluded is by drawing of lots.

### 3. Duties of Chairman and other Officers

When a chairman is elected, other officers, if necessary, eg. the vice-chairman, secretary, assistant secretary, treasurer and members of the executive committee etc. are elected in like manner. The Chairman is the chief officer and his duties are multifarious. He has (1) to take the chair during the period the meeting is held, (2) to announce the business before the assembly in the order in which it is to be acted upon, (3) to receive and submit, in

the proper manner, all motions and propositions presented by the members, (4) to put to vote all questions, which are regularly moved, or necessarily arise in the course of the proceedings, and to announce the result, (5) to restrain the members, when engaged in debate, within the rules of order, (6) to enforce on all occasions the observance of order and decorum among the members, (7) to receive all messages and other communications and announce them to the assembly meeting, (8) to authenticate by his signature, when necessary, all the acts, orders, and proceedings of the assembly, (9) to inform the assembly, when necessary, or when referred to for the purpose, in a point of order or practice, (10) to name the members (when directed to do so in a particular case, or when it is made a part of his general duty by a rule) who are to serve on committees; and in general (11) to represent and stand for the assembly, declaring its will, and in all things obeying implicitly its commands.

The vice-president takes chair only in the absence of the president and acts exactly in the same manner as long as he occupies the chair. The secretary is another important officer. His chief duties are to help the chairman in organising meetings and to record proceedings in a correct manner,

to read all papers and documents before the meeting, to take roll. The assistant secretary assists the secretary in the duties assigned to him and the treasurer is responsible for the financial side and to raise subscription. The executive committee being elected by the house decides the policy; but in case of difference of opinion between the executive committee and the house, the voice of the latter always prevails.

The task of a chairman in controlling and guiding the meeting is very irksome. Where a number of people gather it is natural that divergent views exist. Some will have the courtesy of addressing in a friendly manner, while others are likely to become sentimental and aggressive. A good chairman would remain placed throughout, and hold the scales fairly between the various parties. He should at the same time be firm and ready-witted.

In the House of Commons and also in the various Indian Legislatures, absolute impartiality of the chairman, usually known as Speaker, is the keystone of the procedure. It is important that a chairman should be impartial not only in fact but also in appearance. His intervention in the debate should be directed not to the substance but to the form of the matter under discussion. A chairman

therefore, if he addresses a meeting, does not speak as a member of the assembly. His words express the opinion of the chair only. Nor should he attempt to sway the deliberation or the decision of those over whom he presides. If a motion or amendment be in order, and has been duly proposed and seconded, the question thereon must be at once proposed from the chair. To this rule there is no exception. A chairman has no option in this matter, even though the motion or amendment be directly hostile to the whole purpose for which the meeting was convened, or might, if agreed to, bring the debate to an abrupt termination by compelling him to leave the chair. In this connection it is absolutely necessary to know the function of the Speaker of the house of Commons and of the various Indian Legislatures.

#### 4. Function of Chairman of Legislative bodies

The functions of the Speaker may be classified as twofold, (i) he is the spokesman and representative of the house and (ii) he is the chairman of the meeting of the members. The presidential functions attached to his office as chairman of the house are much more important than his functions as the mouthpiece of the House. Subject to the huge

exception of historic and ancient privileges which the Speaker of the House of Commons inherits from the past, the President or Speaker in India has most of the rights and privileges enjoyed by the Speaker of the House of Commons. He represents the legislative body and speaks on its behalf. According to the standing orders he is the medium of communication between the House in its dealings with the Government or the outside public.

As regards the neutral character of the speaker's office, the speaker ceases from the moment of his election to the chair, to be a party man. In England the Speaker's severance from party ties is indeed so complete that, after his election, the Speaker does not enter the portals of any political clubs of which he may happen to be a member. That is the high tradition of the speakership of the House of Commons. In India too the practice is to a great extent followed and President or Speaker does not take part in any party politics after his election to the chair.

In fact the obligation of impartiality is in a sense statutorily recognised in the Government of India Act, 1935 which says, "Save as provided in the last preceding section, all questions at any sitting

or joint sitting of the chambers shall be determined by a majority of votes of the members present and voting, other than the president or speaker or person acting as such. The president or speaker or the person acting as such shall not vote in the first instance, but shall have and exercise a casting vote in the case of an equality of votes."<sup>1</sup> Even in exercising his casting vote, the Speaker acts on certain well established practices and conventions.

It is thus a well established convention for the chair to maintain *status quo* in case of equality of votes. On November 2, 1922 in the U. P. Legislative Council, Babu Chhail Behari Kapur moved that the demand for Rupees 10 under the head Civil Works, a new demand be omitted. The House having equally divided on this issue, the President observed, "As it happens the result of the voting is Ayes 21, Noes 21. It lies on me consequently to give a vote one side or the other. This is entirely new item and the Council has not expressed its opinion in favour of it. Hence I vote with the Ayes." The demand was therefore refused. When a bill comes before the house as reported by the Select Committee and it fails to come to a decision

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1. Sec. 23 (1) of the Government of India Act, 1935.

by a majority as regards a particular amendment the chair votes for the *status quo* i.e. for the retention of the words as reported by the Select Committee.

The impartiality of the Speaker in England has given rise to two important conventions, namely, that so long as the Speaker is willing and able to serve as Speaker he should be continued in office, and that at the election from his constituency, he should be allowed an easy walk over, as Speaker Gully pointed out in the historic election for Carlisle in 1895, "It is unfair to put a man disarmed in the middle of the ring and subject him to the condition of a contest. He cannot descend into the rough strife of the electoral battles and canvass for elections without impairing the independence and dignity of the Chair." But this convention has not been invariably followed even in Great Britain and there have been cases where the seat of the Speaker has been contested. In India, however, the institution of elected president has been in existence for too short a period to form any precedent on this question, but here too are instances where the president has been contested both in the constituency and in the House.

The chair is the sole and final authority of all questions arising in the house and he is only to interpret the rules and if his conduct "is to be impugned, it can only be impugned by a direct appeal to the house upon notice of motion properly given, when a straight issue would be laid before the house and an amendment be moved which shall test the judgement of the house. In no other manner and by no other authority could the ruling of the chair be subjected to any criticism or censure within the Assembly Chamber. Such indeed is the sanctity attached to the rulings of the chair by constitution and by convention."<sup>1</sup> Even in the house the conduct of the Chair cannot be questioned except by a substantive motion against him.<sup>2</sup> The newspaper comments reflecting upon the impartiality of the chair may be effectively dealt with by the chair and the house.<sup>3</sup> It has also been ruled in the Legislative Assembly on 23rd September, 1921 that "Chamber building could not be used for any business other than that of the house without the sanction of the President."

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1. Central Legislative Assembly Debates dated 2-9-1929 page 109-112.

2. Central Legislative Assembly Debates dated 11-2-'35

3. Central Legislative Assembly Debates dated 15-2-26 p. 1195, dated 14-9-25. 22 to 25 September, 1928 & 28-1-29.

The chair is also the supreme authority within the precincts of the house and no protective measures could be put in force within the chamber precincts without his previous approval.<sup>1</sup>

In the absence of the President or Speaker, the Deputy President or Deputy Speaker or Chairman occupies the chair, and he too is expected to remain neutral as long as he occupies the chair. While presiding he has similar powers and privileges as the President or Speaker and no appeal can be made from his decision to the President or Speaker<sup>2</sup> on the latter's resumption of the chair.

A chairman, even where he is a partyman and is the chief administrative officer must adhere to the practice of the speakers of the House of Commons and the various legislatures.

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1. Central Legislative Assembly Debates dated 20-1-29

2. Central Legislative Assembly Debates dated 11-7-23  
p. 4533-42 and page 13-3-1924 page 1690.

## CHAPTER III. A MEETING.

### 1. Preliminaries in a meeting

We shall in this chapter discuss how a meeting starts to function. This mostly relates to meetings of permanent bodies. The chairman issues notices to all the members stating the time, place and main items on the agenda. All these must be adhered to, e. g, it would be absolutely wrong to start business before the notified time. Many societies or bodies have specific rule in their by-laws which provide that members must receive notice of a meeting at least a certain period of time in advance. It is the duty of the chairman to satisfy that the proper notice has been served.

The chairman must see that quorum as prescribed in the by-laws, articles of association, rules etc. is present at the meeting. When the minimum required number is present, the meeting can proceed. The chairman calls upon the secretary then to read any correspondence which pertains to the meeting. Mostly such correspondence consists of apologies from members who are unable to attend meetings. The secretary then reads minutes of the previous meeting, if any, the chairman says,

“Gentlemen, is it your pleasure that I sign these minutes as correct ?” On an assent being given, the secretary passes the minutes to the Chairman, who signs them and adds the date. If some one objects to them he can propose a motion to effect that an alteration be made in them. If it is agreed, the amended wording is inserted. The chairman then signs the minute book. It is very important to note that the only change that can be made in the minutes is to make them a correct representation of what happened at the previous meeting, but no alteration of policy or fact can be made. Sometimes the minutes may be taken as read but for this an unanimous assent is required. The chairman then signs and dates them, without any further formality; but, should a single person disagree, the minutes must be read.

The meeting then starts with the business. The chairman should endeavour to get through as much of it as can be undertaken. If something remains to be done, the balance may be postponed till the next meeting.

The Chairman may if there is no objection by any member, take the items in any order but the meeting has no powers to go beyond the subjects detailed in the agenda and deal with others.

**2. Business Transaction**

The meetings of trading concerns and companies are most important. An ordinary annual meeting may be a simple function but it is sometimes very difficult to control an angry shareholders corporation. The chairman should cope with them, and seek the advice of the company's solicitor. In addition, the chairman must keep in view that shareholders have seven clear days' notice of the meeting and that the required quorum is complete. The quorum may be present in person or by proxy, the latter only when the articles of the company definitely permit it. A proxy is a written permission which one shareholder gives to another and which empowers the latter to represent the signer of the proxy at the meeting. He then proceeds with the business before the meeting. In companies this is the balance sheet and other things. When these matters are finished, the chairman rises and says, "Ladies and gentlemen, I now move the resolution adopting the balance sheet, and approving the dividends recommended." The motion is then seconded and voted upon if necessary. In most meetings someone proposes a vote of thanks to the chairman. Another shareholder

seconds the proposal and on it being carried, the chairman rises and expresses his thanks in return in a few chosen words. Then the chairman usually rises and says, "Gentlemen, I declare this meeting closed" or "Gentlemen, I declare this meeting adjourned until such and such time and date.

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## CHAPTER IV.

### GENERAL RULES OF PROCEDURE

#### 1. Quorum

The quorum prescribed by Rules should be present before a meeting starts business. In most legislatures quorum is one-sixth of the total number of membership. Sometimes a time limit usually half an hour is fixed within which the quorum of meeting must assemble for the transaction of business. If quorum is not completed within time, the persons naturally disperse and the Chairman or the Secretary fixes the time and place for the next meeting.

#### 2. Notices

The items on the order paper commonly known as agenda are taken. Due notice must be given of the terms of every motion on the agenda. The sole exceptions to this rule are : a matter of privilege; a motion relating to business before the house, such as the postponement or discharge of an order of the day, or for the adjournment of the house or of a debate till some future time and the motion known as the previous question. Privileged mo-

tions are restricted to occasions when, upon the earliest possible opportunity, a matter requiring immediate action is brought forward, which directly concerns the well-being of the house or of one of its members, in the discharge of his duty as a member.

The following are the standing orders of the London County Council regarding notices of motions :

“Every notice of motion shall be in writing duly signed by the member giving the notice, and shall be forwarded to the clerk of the council and, from the time of receipt, shall be open to the inspection of any member of the council. All notices of motion on the agenda paper of the Council shall be dated and numbered as received. Only those notices of motion which are received before one o'clock in the afternoon preceding the day for issuing the agenda paper for any meeting of the council, and notices of any amendments thereto, shall appear on the agenda paper.”

“Notices of motion (or amendments) on the agenda paper of the council shall be submitted to the Chairman of the Council before being placed on the agenda paper. If he rules that a notice of motion (or amendment) is not in order it shall not

be included, and the member concerned shall be so informed."

'Notices of motion shall appear on the agenda paper in the order of receipt, except that those not involving an expression of opinion by the council, and adjourned motions shall appear before other notices of motion. Notice of an amendment to a motion shall appear immediately after the notice of the motion.'

'No member shall be concerned as mover or seconder with more than two notices of motion on the agenda paper of the council at the same time.

'The member who has given notice of a motion may authorize some other member in writing to move it, and if, when the motion is called at the meeting of the council, neither he nor such other member moves it, it shall drop, and shall not be moved without fresh notice.'

'The member who has given notice of a motion may, without leave of the council, when the motion is called at the meeting of the council, make alterations therein, provided that the council is informed of the alterations, and the chairman is of opinion that the alterations are in order and reasonable.

'At meetings of the council, when notices of motions are reached, those which involve no ex-

pression of opinion by the council shall be dealt with first, followed by any others which the chairman ascertained are unopposed.'

### 3. Closure

If the discussion is prolonged on a motion any member may move for its closure. If the motion for closure is accepted by the Chairman and the house, the issue under discussion is forthwith put after the speech of the original mover. But the motion for closure can be put to the vote of the house only when it is accepted by the chairman, for even when a majority of the house may think in one way, it is a well-established parliamentary practice that the minority have freedom of speech and the chair has a right to protect their rights. But when once the motion of closure has been accepted by the Chairman, the final decision rests with the House. No debate is allowed on a motion for closure. And when the motion has also been accepted by the House, no amendment of the original motion is in order.

### 4. Divisions

At the conclusion of debate on a motion before the house, the chairman rises to put the question

repeating the original motion with preface. "The question is that....." In legislatures the speaker proceeds to take the opinion of the house by saying "As many as are of that opinion say 'Ayes' and as many are of the contrary opinion say 'Noes'" and announces his provisional decision whether in his judgement the 'Ayes' or the 'Noes' have it. If his judgement is challenged, the division bells are ordered to ring usually for two minutes so that all the members who are in different parts of the chamber might gather. But usually members agreeing with the provisional decision of the Speaker cannot claim a division. After two minutes the bells stop and doors are closed after which members are not allowed to come inside the chamber. The question is again put. If the decision of the Speaker is still challenged, members are asked to retire into the 'Ayes' and 'Noes' lobbies bordered on all sides of the house. Sometimes when the speaker considers a division unnecessarily claimed, he can ask the members in favour to stand up in their seats instead of dividing in the lobbies, but this must be done only after the division bells have rung. The decision of the house is announced by the Speaker and in case of equality of votes the Speaker exercises his casting vote. Divisions of an obstructive

or frivolous nature may not be allowed. A member voting under a misapprehension is entitled to have his vote corrected, if he brings it to the notice of the Speaker before the division is closed. But a member not going to the lobby in proper time is not allowed to vote. Undue influence over members to vote in a particular lobby is a "serious offence. The question is one of important principles. The working of this Assembly is based upon the right of free speech and any invasion of that right calls for the severest rebuke from the Chair—and the Chair may always be relied to uphold upon it." Similarly it has been ruled in the Legislative Assembly on 13th March 1928 that the House is not a place to make propaganda.

In smaller bodies voting takes place by show of hands and is also done by proxy if the rules of the organization allow it. A proxy is a written permission signed by the person absent permitting some particular individual to vote for him.

#### 5. Method of Addressing

A member wishing to speak rises in his place. The case of those who are infirm and sick is, of course, different. With the permission and general

consent of the house they may be allowed to keep sitting while addressing the house. If more than one member rise in their seats the Chairman chooses which member is to speak first. A member cannot make a speech unless he has been called to do so by the Chair. It would be interesting to note here that in the House of Lords, unlike the House of Commons, it is not the Chair but the House itself who call upon the members to speak. A member speaks either from his seat or from the rostrum so that every member may distinctly hear him.

In the House of Lords a member addresses his speech to the rest of the House; in the House of Commons the speeches are addressed to the Speaker according to the well established practice as the Speaker used to be the mouth of the house. In India the practice of the house of commons is followed and all speeches and suggestions are addressed to the Speaker. It has the distinct advantage of preventing the debate degenerating into personal attacks and recrimination between members or desultory conversations. Even addressing the house as "President and members of the house" is not in order as it is only the Speaker which can be addressed. But in public meetings members may also be addressed.

## CHAPTER V. FORMS OF DEBATE.

### 1. Motions

In this chapter we shall discuss the way in which the debate in the house is initiated, conducted and how the decision of the house is taken. The intention is to deal with the general rules of debate irrespective of the nature of the business discussed and the procedure explained is mostly that of the legislatures. The proper form to start the debate on any subject is a definite motion to that effect. A motion is moved in the same form in which the notice is given.

A motion having been moved the chair proposes the question repeating the terms of the motion and the discussion begins. During the course of the discussion subordinate motions may also be made effecting the main question e.g. the motions for amendments. These are called subsidiary motions as distinguished from substantive motions on which they depend. Subsidiary motions are of 3 kinds. Firstly ancillary motions which are recognised as the proper way of proceeding with the various kinds of business e.g. the various stages

of a bill, its first reading, second reading, third reading and other motions connected therewith. Secondly there may be dilatory motions e. g. the motions for adjournment which supersede the original issue before the house. Thirdly there are amendment or amendment to amendment and so on, which depend upon another main question and merely seek to modify it.

## 2. Amendments

The amendments are the most complicated of all these three. From the point of view of their forms amendments or amendments to amendments are divided into 3 classes.

(1) Those which propose to delete some part from the main proposition. In such a case the form of the question put by the Chairman is "That the words proposed to be left out stand part (of the bill or resolution)." The effect of negativing this amendment is to prevent any other amendment being moved to the words ordered to stand part. If the amendment is carried the main question may be put with those words omitted.

(2) Those which move for substitution i. e. omitting certain words and replacing them by certain other words. In such cases two questions

are separately put by the Chairman. In the first place the chair puts that "The words proposed to be left out stand part" If it is agreed to, the main question may be put. If however it is negatived the second question is put. "That the words proposed to be substituted be inserted there." If it is agreed to the main questions as amended may be put. If it is negatived, a new substitution, if necessary, may be proposed and the proceedings begin as when an addition is made.

(3) Those amendments which propose merely to add or insert words. These present little difficulty and the proper form of the question put is 'That those words be added or inserted there.' If this question is agreed to, the main question, as amended is put; otherwise the motion is put in its original form. But amendments are out of order —

- (1) If they are irrelevant, defective, meaningless or ungrammatical.
- (2) If they are inconsistent, repetitive or when they come too late when the provisions relating to them have already been ordered to stand part.
- (3) If they propose to leave out words in order to re-insert them as part of substituted words.

- (4) If they propose amendments to motions for closure.
- (5) If they have merely the effect of a negative vote.

The mover of an amendment must formally move the amendment before proceeding with his speech, and must give its copy to the Chairman, if it is not already on the order paper. An amendment given notice of may be altered, before it is moved, with the permission of the Chairman. But an amendment cannot usually be moved by a member on behalf of another. It was ruled in the Central Legislative Assembly on 17th September, 1929 that a member speaking on an original motion without moving an amendment cannot move an amendment subsequently. In the same House it was also ruled on 15th September, 1925 that the members tabling amendments were not bound to be called out by the Chair unless they rise in their seat and catch the eye of the Chair in proper time in order to get a chance to move the amendment standing in their names.

The President of the Central Legislative Assembly ruled on 9th September 1925 that it was at the discretion of the chair to select amendments on the order paper and to decide the order in which the Chair should call the members whose amend-

ments were in order. The amendments must not be inconsistent with any previous decision nor are they to anticipate later resolutions. The mover of an amendment has no right of making another speech in reply to the speeches delivered before. An amendment when once moved can be withdrawn only with the consent of the house.

### 3. Resolutions.

Other motions are resolutions. A resolution may be moved on any business connected with the society or organization. A resolution may be withdrawn with the leave of the house.

Amendments may be moved to a resolution but such amendments should not be beyond the scope of the resolution. Amendments to resolutions which enlarge its scope are out of order. In legislature it is the established practice that resolutions repeating the same questions cannot be discussed during the same session. Nor can a disallowed resolution be taken up.

The order of the resolutions on the agenda cannot be changed even with the agreement of the members concerned and the Chair. The only way to reach a later resolution is by not moving the previous resolutions and by losing their right to

move them at all. In the Legislative Assembly on the 17th February, 1921, Rai Bahadur J. N. Mazumdar, whose resolution stood sixth on the list said that he had got the permission of the members in whose names the previous five resolutions stood, to move his resolution first and requested the permission of the Chair to do so. The Chair thereupon explained the procedure that "the ballot for bills and resolutions is designed to give members precedence for resolutions in a way which raise no personal questions.....(but) is designed in the interests of the Assembly as a whole. If the members choose after having gained their precedence, to dispense with it in favour of others that is not the business of the Chair; but it is the business of the Chair to warn the members that they are depriving themselves of rights legitimately won in the ballot. Therefore it is perfectly open for the hon'ble members to tell me with the authority of other members that they do not wish to move their resolutions and are prepared to withdraw them....." "

#### 4. Motions of Adjournment.

Similarly there are motions of adjournment for purposes of debates. These are really motions

which are of critical nature and generally are considered to be motions of no confidence in the existing executive.

The right to move an adjournment for the purpose of discussing a definite matter of urgent public importance is subject to the following restrictions, namely :—

1. not more than one such motion will be made at the same sitting ;
2. not more than one matter can be discussed on the same motion, and the motion must be restricted to a specific matter of recent occurrence ;
3. the motion must not revive discussion on a matter which has been discussed in the same session;
4. the motion must not anticipate a matter which has been previously appointed for consideration or with reference to which a notice of motion has been previously given; and
5. the motion must not deal with matter on which a resolution could not be moved.

If the motion does not comply with any of the foregoing rules, it is to be ruled out of order. In the Indian legislature motions of adjournment affecting relations with Indian princes or reflecting on the conduct of judges or matters sub-judice have been declared out of order

Similarly a motion not concerning primarily a particular executive is out of order. Thus the motion on 6th April, 1921 in the United Provinces Legislative Council drawing attention of the United Provinces Government to the Oudh and Rohilkhand Railway strike was declared out of order as it was not the concern of the provincial government, nor was the motion of Pandit Madan Mohan Malavia on the 25th February, 1924 in the Central Legislative Assembly regarding *Akali Jatha* was in order as it was not primarily the concern of the Government of India. Various other motions were not admitted as the chair did not consider them to be either definite and urgent or of recent occurrence. In the United Provinces Legislative Council an adjournment motion regarding Mr. Montague's resignation was disallowed on the 11th March, 1922 on the ground that a resolution could not be moved on it

In the Central Legislative Assembly a motion anticipating matter already appointed for discussion was disallowed. Similarly on the 13th March, 1925, the late Pandit Moti Lal's adjournment motion to discuss the action of the Government in failing to provide an opportunity to the House to discuss the Reforms Enquiry Report was ruled out of order as

it anticipated a motion of which notice had already been given by another member under the Home Department demand. Contrary to this, however on the 10th March, 1928 Mr. Jinnah's motion of adjournment to discuss the announcement regarding the Sandhurst Committee Report was declared in order although there were motions for reduction on the same matter under the Army grant which was soon to be discussed. The ground which the Chair gave in support of allowing the motion was that "no one could say with any degree of certainty that the (cut) motion would be reached,.....  
..... There is no reason why the Hon'ble member should take any risk." It was then finally ruled that the motion in such cases was not barred by anticipation.

In the Central Legislative Assembly on the 25th February, 1926, Mr. T. C. Goswami sought to move the adjournment of the house to discuss the hunger strike of certain state prisoners and Sir Alexander Muddiman opposed the motion on the ground that he would not be in a position to give a proper reply on the matter. The President, however, ruled that Government not being in a position to give proper reply is no ground for disallowing a motion.

On Saturday, the 8th March, 1930 the President of the Central Legislative Assembly announced that, he had received notice of an adjournment motion in connection with the imprisonment of Sardar Patel, but in view of the answer that had been given to a short notice question on the same subject, suggested to the mover that he might wait till certain information had been obtained. A member then enquired if the motion would be in order the President said, "The chair would be prepared to waive urgency."

The conduct of the Chair cannot be discussed through any adjournment motion.<sup>1</sup> Nor can the question of privilege, or an attack on the Chair in a newspaper be discussed, through an adjournment motion;<sup>2</sup> nor can the discretion of the Governor-General or Governor be questioned through a motion for adjournment.<sup>3</sup>

A motion for adjournment has also been ruled out of order for lack of authentic information on which it is based. In the Central Legislative Assembly on October 15, 1936, B. Mohan Lal Saksena asked for leave to move the adjournment

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1. Central Legislative Assembly 11-2-1935.
2. Central Legislative Assembly 4-9-1928.
3. U. P. Legislative Council 4-2-1927.

of the house to consider the failure of the Government of India to stop interference by the U. P. Government in election affairs, alleging that 11 patwaris and 2 peons had been suspended in Aligarh district for attending an election meeting addressed by Pandit Jawahar Lal Nehru. The President said that he could not accept the motion based on a press report or a private telegram but allowed Mr. Saksena time till the next day to produce evidence in support of his contention. Mr. Saksena however informed the next day that no further particulars were then available on which the President ruled the motion out of order.

At the conclusion of the discussion of a motion for adjournment the mover and the Government member in charge of it may reply;<sup>1</sup> and the only question that may be put is that "The House do now adjourn"; provided that, if the debate is not concluded within two hours it shall automatically terminate, and no question shall be put. If the motion is carried the house adjourns forthwith. If however it is lost or talked out the interrupted debate may be resumed at the point of interruption.

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I. Central Legislative Debates 25-8-1925 page 194 and 25-2-1926 p. 1886.

## CHAPTER VI.

### RULES FOR THE CONDUCT OF BUSINESS.

#### 1. Relevancy.

A member while speaking must be relevant to the issue before the house. The chairman enforces relevancy by calling the member to order and if he persists in irrelevancy he can ask him to discontinue his speech.

Members may not speak more than once to the same question even if the debate on that question is adjourned and resumed days or weeks later. But at the conclusion of debate a right of reply is allowed to the mover and the Government member in-charge. A member may however rise to a point of order or make personal explanation or address queries with the permission of the Chairman, but in this he must be as brief and appropriate as possible. Interruptions should be avoided as far as possible and they are tolerated only when they are absolutely necessary and when the member speaking gives way. A member interrupting should rise in his seat and speak distinctly. Interruptions must not be argumentative and must not exceed certain limits making a speaker unable

to continue his speech. It is not parliamentary behaviour to be constantly interrupting.

It is not in order to cast reflections on the conduct of the Chairman. Members making speech of a personal character or making allegation against another member should be present in the chamber during debate to hear the reply and should not refer to private conversation or meetings.

A member should not repeat arguments already discussed and must not refer to rumours heard outside the house. New matter cannot be introduced by way of reply, for the simple reason that other members having already spoken have no more opportunity to speak on the matter. No speech is allowed on the withdrawal of a motion. While a member speaks, others must keep silence and restrict their movements as far as possible in order to create an atmosphere for thoughtful deliberation. In case they leave the house they should leave it with decorum.

The chairman decides on all points of orders arising during the debate and his decision is final, but the members have a right to submit a point of order for the reconsideration of the Chair.

## 2. General Rules of Debate.

The Chairman preserves order and has all powers necessary for the purpose of enforcing decisions. In short the general rules of procedure are that.

(1) Members must rise to address the chairman and no interruption may be allowed, except on a point of order which, of necessity, must be taken immediately.

(2) Subject to any pre-arrangement and to the power of the meeting to pass a resolution that a particular member be heard, when two or more members rise simultaneously, the chairman will call the first observed by him.

(3) Members must not go beyond the question before the meeting, the motion or amendment proposed or seconded by him and must keep to a point of order.

(4) Subject to, and except in the case of, the "Closure" being carried, or the "Previous Question" negatived, each member may make one speech on a debatable motion. (For mover's right of reply see Rule 7.)

(5) By leave of the chairman a member who has already spoken on a motion or amendment may

speak again thereon in order to clear up any misunderstanding and by way of personal explanation as to some material part of his former speech; but he is not entitled to interrupt another speaker for the purpose, nor to introduce new matter or arguments.

(6) The mover and seconder of a motion or amendment are deemed to have spoken thereon.

(7) The mover of a debatable original question has a right of reply, but he may not introduce new matter. If no amendment to his motion be moved and seconded, this reply is made at the close of the debate; but, when an amendment is proposed and seconded, the mover of the original question must claim his reply (if he desires to exercise it) at the end of the debate on the first amendment.

(8) The following formal motions supersede the question before the meeting at the time when any of them are moved namely:—

- (i) That the meeting be adjourned.
- (ii) That the debate be adjourned.
- (iii) That the chairman leave the chair.
- (iv) To proceed to next-business.
- (v) To lay on (or take from) the table.
- (vi) The "Previous question".
- (vii) The "Closure".

None of these formal motions should be moved or seconded by a member who has moved, seconded, spoken on, or moved an amendment or formal motion to the question under consideration at the time when any of them are moved. They need not be in writing, and the mover has no right of reply. As they create new questions, quite distinct from the original motion. Members who have spoken thereon may speak on any formal motion (except the "Closure") moved and seconded by persons who have not spoken on the original question.

(9) The only formal motion capable of amendment is "adjournment", but only as to the time, date and place of the adjourned meeting or debate.

(10) The "Previous Question" may only be moved when an original or substantive question is before the meeting. The rejection of this formal motion by the meeting is equivalent to passing the "Closure", and the original question, subject to the mover's right of reply must be put to the vote forthwith; but the chairman should exercise his discretion as to allowing this motion to be moved.

(11) "The Closure", which should formally be moved and seconded in as few words as possible, may not be debated, amended or adjourned. If this formal motion be carried, the main question,

subject to the mover's right of reply, must be put to the vote forthwith, and without further debate or the moving of any formal or other motion; but the chairman should exercise his discretion as to allowing this motion to be moved.

(12) **Adjournment**, whether of meeting or debate, and "That the chairman leave the chair" may be moved a second time at the same meeting, after a reasonable interval.

(13) The motion to name a particular member, although not included in the list of formal motions in Rule 8, is subject to the same rules as set out therein, but is capable of amendment as to the name of the proposed member. It may also be moved on the election of a chairman, but debate should, if possible, be avoided. An analogous motion that a particular member be no longer heard may also be moved, and if seconded, must be put to the vote; but a chairman should endeavour to obtain a fair hearing for the member, if in order. Such motion is not debatable and cannot be amended, but otherwise is subject to the same rules as are the formal motions set out in Rule 8.

(14) Proposed amendments should be in writing, signed by the mover and given to the chairman. If there are several, the chairman decides

the order in which they shall be moved, which will depend upon where, if passed, they would stand in or affect the original motion. An amendment, if seconded, supersedes the main question.

All amendments must be relevant to the motions to which they are moved, within the scope of the meeting as convened, and so framed as to form with the original motion, or the part thereof not affected by the amendment, an intelligent and consistent whole.

(15) No amendment may be moved to any motion or part of a motion or amendment already accepted by the meeting, nor to any part thereof preceding a point where an amendment has already been made, or has been put to the vote; nor to words which it has been resolved shall stand part of, be interested in or added to a motion or amendment. Subject to these restrictions and to there being no right of reply an ammended motion is debatable as an original question.

(16) Amendments may only be moved between the seconding of a motion or amendment and the final putting of that question to the meeting for decision.

(17) A member who has moved, seconded or spoken on an original motion or amendment cannot

move or second an amendment to it, but he can speak on an amendment moved and seconded by other persons.

(18) A member who has moved, seconded, or spoken on an amendment may speak on a further amendment to the same question moved and seconded by others but a person may move or second only one amendment to the same motion or amendment.

(19) No motion or amendment may be moved which is the same in effect as a motion or amendment already passed or negatived, except on notice of motion.

(20) A member wishing to speak on a point of order must do so immediately, and also state in his opening words, when the person actually addressing the chair must resume his seat.

(21) No member can address the meeting upon any question after it has finally been put to the vote.

(22) A motion for the election of a chairman need not necessarily be in writing. Should two or more names be proposed, each must be voted separately and not dealt with by way of amendment. If only one name be proposed and seconded the same should be put to the vote by the proposer,

also vote of thanks to, or other motion directly concerning, the chairman, and which, for any reason, he should not or will not put to the vote; but a motion that he leave the chair, being, in effect, merely a motion for adjournment, may be put to the vote by the chairman himself.

(23) All ordinary motions and amendments should be in writing and should be signed by the mover and handed to the Secretary or Chairman. When seconded they may not be withdrawn without the permission of the meeting, which may be granted as a matter of course, unless there be some good reason to the contrary. The proposal to withdraw must be moved by the mover of the motion, before the question is put.

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## CHAPTER VII. LEGISLATIVE PROCEDURE.

In this chapter we shall deal with the legislative procedure which may not be of immediate interest to any company, corporation or public meeting. But it is really of direct interest to legislatures although the forms and methods used therein are great help to all associations and bodies and are therefore described here.

### 1. Drafting of Bills.

Bills are draft laws which are placed before a legislature for their approval. When they are passed by the legislature, they are called Acts. The drafting of bills is very important and requires great experience.

An able draftsman always keeps four things in mind. The first and foremost of them is to give a clear and unequivocal expression to the intentions of the law makers. Ambiguity should as far as possible be avoided; for the law courts interpret law mainly by following the language of the law and not by reference to the intentions of the

legislatures. The same word should always be used to mean the same thing throughout. Names should be used for pronoun even at the cost of repetition. In fact law is a branch of knowledge which is next only to mathematics in accuracy. To secure this end it is essential that, before drafting a bill, its subject matter should be carefully studied and the drafter must also possess a thorough knowledge of the existing state of law and its practice; as in case of doubt the courts always consider the previous law.

Secondly, the law should be economically worded. No more words should be used than are necessary to make the intention of the law clear. The superfluous words are bound to prolong discussions in the courts. This requires great care and skill. Hence there is a tendency to place bill-drafting in the hands of specialists who become skilled with practice and use terms which have already acquired a settled definition in the courts of law, and who by centralising the process are able to exclude unintentional and mutually destructive provisions.

In the third place the law should be as simple as possible. Technical language should be avoided where ordinary language is not ambiguous. Active

voice of the verb is to be used in preference to the passive one.

Lastly, there should be uniformity in all the acts of the government. Divergent forms and expressions are bound to cause confusion. Every act must be fitted into a general framework. For the sake of uniformity every legislature has an act defining the various terms and expressions used in its statutes. The Government of India as also the provincial governments have the General Clauses Act for this purpose. To sum up the form of the laws should be at once shorter, clearer, better expressed, uniform and less likely to provoke litigation.

In England statutory drafting is looked after by the office of draftsman, Parliamentary Counsel to the Treasury. The ministers and the leading officials in the department responsible for the bill co-operate with Counsel in the inception of bills and the amendments which arise during its process in Parliament. In the Government of India a senior member of the Indian Civil Service is in charge of this work, while in the provinces the work is entrusted to the judicial or Legislative Secretary, or to some such experienced officer.

## 2. Formation of Bills.

A bill contains the following parts :—

(1) Title. Every bill has a title describing the nature of the proposed measure. This should be sufficiently wide to cover in general terms all the main provisions of the bill and is amended if any amendment of the bill makes it necessary.

(2) Preamble. The Preamble of a bill gives in short the purpose and necessity for the enactment. In England the practice is now generally to dispense with the preamble. The Government of India Act of 1935 has no preamble. In India however the practice is to prefix a preamble to an act.

(3) The enacting formula is as follows:—"It is hereby enacted as follows." The English formula is however a more complicated one and runs as follows:—

"Be it enacted by the King's Most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same as follows:—

(4) Clauses. The body of a bill consists of a series of numbered clauses each with a description and title printed at the margin. Long clauses are

divided into sub-clauses, and the sub-clauses may be further divided. Long and complicated bills are divided into parts and chapters.

A distinction may here be pointed over between a clause and a section. So far as the bill is not finally passed by the legislature, its sub-divisions are called clauses; when it becomes an act its clauses are called sections. In the bill itself they are referred to as sections, as the bill is drafted on the assumption that it will ultimately become law.

(5) The first clause. The first clause of a bill in India generally consists of 3 sub-clauses. In one sub-clause it gives the short title of the bill. When the title of a bill is a long one a short title is given for the convenience of citation. "This act may be called the . . . . . of 19 . . . ." The short title is also given as a head line of the bill.

The second sub-clause gives the extent of application of the act, while a third gives a date when the act is to come into force.

(6) Other clauses:—The subsequent clauses form the main body of the bill and they are arranged in such a way that the leading and general provisions are embodied in its early clauses while special, exceptional and local clauses are placed at the end.

(7) Repealing clause :—At the end of the bill is detailed in a schedule or clause any repeals that might have been contemplated in the bill.

(8) Schedules :—At the end of most bills is formed a set of provisions called 'schedules'. These mainly contain matters of detail dependent on the provisions of the bill. A schedule is as much part of a bill as the main clauses.

(9) Statement of objects and reasons :—In India it has been a long standing practice to append to every bill a "statement of objects and reasons" which gives the bill a historical background and a sort of commentary of the bill.

(10) Table of contents :—When a bill is long one, a tabular "arrangement of clauses" as it is called in England, or "contents" as it is called in India is prefixed to the bill.

### 3.. Introduction of Bills.

After the Bill has been drafted and notified it is introduced in either of the houses of the legislature. Although as a matter of practice official bills and finance bill have been introduced in the lower house. In case of a bill to be introduced by non-official members prior notice is to be given along with a copy of the bill and a copy of the previous

sanction of the Governor or Governor-General, if such is necessary under rules. Besides, any proposal to increase taxation or involving expenditure can not be made except on the recommendation of the Governor-General or the Governor as the case may be.

From this stage onwards the procedure relating to official and non-official bills is the same. Subject to the special procedure relating to recommended bills every other bill has to pass through 3 stages, namely, the introduction stage, known as first reading, the consideration stage, known as second reading, and the passing stage, known as third reading. When a bill is to be introduced, it is included in the agenda of the day and is called upon by the Chair in its turn. Thereupon the member in charge of the bill rises in his seat and moves for leave to introduce it in the words, "I beg for leave to introduce the ..... bill." At this stage the mover does not enter into details and makes as short a speech as possible. It is an established convention now that a motion for leave to introduce a bill is not opposed. But if it is opposed, the Chair after a brief explanatory statement from the member who moves and from the member who

opposes the motion, without further debate, puts the question. If leave is not granted the bill does not move further ; but if it is granted the member on being called upon by the Chair again rises in his seat and simply says, " I beg to introduce.....bill " and the bill is then deemed to have been introduced and is published in the official Gazette as soon as possible. But the motion for leave to introduce a bill is not necessary in the case of those official bills which have already been published in the Gazette under the direction of the Governor-General or Governor as the case may be. In such cases, it is formally introduced in the house by the member of the Government in charge. It cannot be opposed at this stage for the simple reason that there is no motion before the house.

When a bill has been introduced its copies are supplied to members. The member in charge may then move for its consideration or that the bill be referred to a select committee to be named in the motion or that it be circulated for the purpose of eliciting public opinion. At this stage only the principles of the bill and its general provisions are discussed. The real question at this stage is whether the house desires legislation of the proposed type at all.

In the committee a bill is more thoroughly scrutinised which is almost impossible in a busy legislature. A committee may hear evidence and take expert opinion for the detailed consideration of the provision of the bill. The select committee cannot reject the principle of the bill which has been accepted by the house. The proceedings of the select committee are held in camera and cannot be published before their presentation to the house. The United Provinces Government in 1922 had issued a press communique dealing with the proceedings of a select committee of the Council before it was presented to the house. It was considered to be a substantial breach of privilege of the house and the Government member in charge had to apologise.

#### 4. Consideration.

After the committee stage, the bill is reported to the house and unless it is recommitted or recirculated for eliciting public opinion, it is taken into consideration as soon as possible. During this stage the bill is discussed clause by clause. Owing to the fact that a bill is subject to alteration during its passage, its clauses are disposed of. The point will be clear from what actually took place in the

Legislative Assembly in 1922. In the Finance bill of that year the title and preamble with regard to duty on salt were "...to enhance". As however the Assembly did not agree to the enhancement the word enhance was later changed into "fix".

During the consideration stage any member may propose an amendment to the bill which must be in proper form. But due notice which is usually 2 days must be given before the amendments may be moved. The presiding officer may in some cases however waive out this objection. A member not wishing to move an amendment of which he has given notice cannot be compelled to move the amendment<sup>1</sup>. The Chair is the sole authority of judging the relevancy of an amendment. An amendment is not admissible if it alters the scope of the bill. Motions of deletions of a clause are taken only after the motions to amend that clause are disposed of. This is meant to improve the clause if possible for in that case deletion may not be necessary at all. New clauses are taken where they suit most. This is known as the second reading of the bill.

### 5 Passing Stage.

After all the clauses have been disposed of there comes the final or third reading. The actual motion at this stage is that the bill as amended (or otherwise) be passed. To such a motion no amendment may be moved except those which are only formal or consequential. The bill is then finally passed or rejected. In the speeches on the third reading of a bill it is not open to members again to reopen the principle underlying the bill, and a member must confine himself to the application of the principle as enunciated in the clauses of the bill. This is all the scope of the third reading.

The member who introduces a bill may at any stage of the bill move for leave to withdraw the bill, and if such leave is granted no further motion may be made with reference to the bill. But usually leave to withdraw a bill is granted only if there is no dissenting voice.

### 6. Procedure in the other House.

After a bill has been passed by the originating house, it is sent to the other house where the same process is repeated. If the other house passes it with amendments, the amendments are again put

before the original house and the process is repeated unless there is complete concurrence.

But a bill passed by a house cannot be rejected by that very house on return from another house, with amendments. On 12th February, 1929, on a motion that a certain amendment made by the Council of State in the Hindu Law of inheritance (Amendment) Bill, which had been passed by the Assembly and sent up to the Council of State, be adopted, Pandit Madan Mohan Malaviya proceeded to attack the bill itself. The Chair intervened and observed, "All these arguments are in favour of rejecting this Bill. The Hon'ble Pandit knows very well that nothing he will say now can entitle this Assembly to reject this measure. The Hon'ble Pandit must therefore confine himself to the amendment before the house."

#### 7. Joint Sitting and Conference

In case of difference of opinion, there can be only two ways. Firstly that a bill may be allowed to lapse. Secondly the fact of disagreement may be reported to the Governor-General or Governor, as the case may be, who may by modification refer the matter for decision to a joint sitting of both houses convened by him, after six months, in the

case of Federal Legislature, and 12 months in the case of the Provinces having two chambers, have elapsed from the date of the reception of the bill by the other chamber. In case a bill affects finance or any matter which concerns the discharge of functions in his discretion or is subject to his individual judgment, the Governor-General or Governor, as the case may be, may hold a joint session forthwith. Usually the President of the upper house presides over such sittings. A majority of the members is required to pass a bill or any amendment and the bill is then deemed to have been passed by both the houses.

Another method of composing difference between two houses is through a conference of equal number of members from both the houses.

#### 8. Final Stage.

Ultimately all bills require the assent of the Governor or Governor-General. The Governor-General may give assent or withhold assent or reserve his assent. He can also request the reconsideration of a bill or of its amendments. He has also the power to forbid in the exercise of his special responsibility for the tranquillity of India, the discussion of a bill or amendment thereof. Similar

powers exist for the Governor who may assent, refuse assent or reserve his assent or exercise his special powers. An Act assented to by the Governor-General or Governor may be disallowed by the Crown.

A bill does not lapse simply by reason of prorogation of the chambers. Similarly a bill pending in the upper house which has not been passed by lower house does not lapse by the dissolution of the lower house. But a bill which is pending in the lower house or which having been passed by the lower house is pending in the upper house, shall, subject to certain conditions detailed in Section 31 of the Government of India Act, lapse on a dissolution of the lower house.

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## CHAPTER VIII

### FINANCIAL PROCEDURE

#### 1. Budget System

This chapter is intended to give a practical knowledge of how the finances in a body should be controlled. The Indian finance system is regulated by the budget system which was first started in the year 1860. The system consists of preparing estimates for the revenue and expenditure for one year in advance and suggesting means for discrepancy, if any, between the revenues and expenditure of the state. Besides these estimates for the coming year, the Indian Budget includes the revised estimates of the year about to close and the "actuals" or closed accounts of the previous year. It is the starting of financial control by the executive as well as by the legislature. In other words the budget defines the object on which public money may legitimately be spent; and it also presumes the limit for the expenditure of money on specified objects which may not be exceeded; and lastly it points out, if necessary, the necessity of raising of funds to meet the expenditure to be incurred on the public service.

All the estimates are submitted in the form of demands for grant departmentwise which can be made only on the recommendation of the Governor or Governor-General as the case may be.

In the Federal Legislature each house may discuss and vote on the sums specified in the budget except those which are required to meet expenditure charged upon the revenues of Federation. The position is slightly different in the provinces. In the provinces the budget may be presented to both the chambers of the legislature but the Legislative Assembly only can vote on sums specified therein; the upper house having little voice in financial matters. But none of the sums required to meet the expenditure charged upon the revenues of the Province is to be voted even by the Legislative Assembly.

## 2. General Discussion of the Budget

In India the budget is usually presented in the beginning of March each year so that all the demands as well as the proposals of taxation may be approved by the legislature before the next financial year begins. In the first year of provincial autonomy, however, provision has been made by Order in

Council<sup>1</sup> for such approval within the first six months beginning from the 1st April, 1937 by the Governor of the province. The budget is presented simultaneously in both the houses and is accompanied by a speech from the Member of the Government in charge of Finance. The speech reviews general economic conditions of the year and states important variations between the budget and revised estimates of the revenue and expenditure of the year just about to close. Similar variations in the surplus or deficit of the closing year are also brought out. It also makes certain proposals for meeting the deficit or disposing of the surplus, as the case may be.

There is no discussion of the budget on the day on which it is presented to the house. After its presentation the budget is dealt with in two stages : a general discussion and the voting of demands for grants.

The general discussion of the budget usually takes place a week after the presentation of the budget and for such time as the Governor or Governor-General, as the case may be, may allot

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1. The Government of India (Commencement and Transitory Provision) order 1936, published in the Gazette of India of the 27th July, 1936.

for the purpose, which is usually two days. At this stage there is a discussion of the budget as a whole or any question of the principle involved therein, but not of individual demands. A discussion of demands is reserved for a later stage. No motion can be moved at this stage, nor can the budget be submitted to the vote of the house. In the general discussion even such subjects as are non-votable may be discussed by the house. A time limit of 20 minutes is usually prescribed for speeches during the general discussion and may further be modified if the programme so requires. The speeches enable the Government to see the trend of opinion in the house and to judge as to how their budget proposals may be dealt with on subsequent stages by the house.

### 3. Voting of Demands for Grants.

After the general discussion is over, comes the second stage of the budget debate viz. the voting of demands. The demands for grants are put up in groups and each group is discussed usually for two days after which the next group is taken up.

For the first few years after the Reforms of 1919 there was no fixed order for the presentation of each demand, which naturally led to some in-

convenience. Since the year 1923 however the practice has been for the Leader of the House to confer informally with non-official members of the various parties, consult their convenience and then issue a list giving the order in which the demands for grants are to be taken. This has been adopted on the analogy of the practice of the House of Commons and is based on the feeling that important subjects should be disposed of first.

Motions are then made to omit or reduce the demands for grants. Such motions are made with two objects ; one is to effect economy and the other is to obtain satisfaction or elicit information from Government on a particular point. In the first case a motion specifying the amount which is intended to be reduced from a particular item is made. These are known as substantial cuts. In the second case a motion of reduction of a nominal amount, say, Re. 1 or 10 or 100 is made, which is pressed to a division if the Government reply is considered unsatisfactory and may, in some cases, amount to a motion of censure. These are known as token cuts.

It is not unoften that sometimes these motions of reduction are made really to increase expenditure.

This is so because the rules permit of no other way by which an increase in a particular item may be suggested by the house.

The Chair is the final authority to decide the order of the motions. The fact that such a motion appears on the order paper does not mean that the Chair has allowed that motion. A point of order can always be raised when a motion is attempted to be moved and it is always open to the Chair to rule that a motion is out of order.<sup>1</sup> But when a motion is admitted by the Chair, the mover is entitled to reply.<sup>2</sup>

The motions for reduction must be definite and intelligible. It was also suggested in the Central Legislative Assembly that members moving them may add a short statement of the purpose or subject which they wanted to discuss on each motion so that it might facilitate the government to reply them on the spot;<sup>3</sup> although it is not necessary under the rules. Motions of reduction must be relevant to the demand under discussion. A member should

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1. Central Legislative Assembly Debates 1931 Vol. VI p. 1225
2. Central Legislative Assembly Debates 1932 Vol. II p. 1329.
3. Central Legislative Assembly Debates 16.2.25 p. 1091-93.

not speak beyond the scope of such a motion. Repetitions of questions substantially identical with the one on which a debate has already been raised is not allowed.<sup>1</sup> Motions of reduction cannot be moved by proxy. In the Central Legislative Assembly on the 16th March, 1921, Dr. Nand Lal wished to move a motion for reductions standing in the name of Rai Bahadur J. N. Majumdar. The Government asked for a ruling as to whether this was permissible. The President then observed "under the rules, he is not allowed to take over a motion from someone else." Motions for reduction of a demand for grant on matters involving change in legislation have been declared<sup>2</sup> in order in the Legislative Assembly; although in the House of Commons there is a convention contrary in this.

Omnibus motions for reduction are out of order; On the 14th March 1922, during the discussion on demands for grant in the Legislative Assembly, Dr. Hari Singh Gour moved that all the demands be reduced by 10 per cent. and the government asked for a ruling as to whether such a motion was in order. The President ruled, "A motion of this

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1. Central Legislative Assembly Debates 14.3.29 p. 1877-82.  
 2. Central Legislative Assembly Debates 9.3.26 p. 2196.

kind cannot be put from the Chair. The only motions which can be put from the Chair are those which refer to each individual grant. The motion as it stands is not in order. A general motion cannot be taken under an individual demand for grant."

Motions of reduction on non-votable items are out of order but general questions relating to non-votable expenditure can however be discussed as nominal reductions under votable expenditure. On March 13, 1923, Mr. N. M. Joshi moving a reduction under Miscellaneous Railway Expenditure—a votable item—proceeded to discuss annuities and sinking funds when objection was taken that 'Sinking Funds' were non-votable. The President agreed and ruled that "non-votable" items could not be touched. But the next day, Sir (now Lord) Malcolm Hailey suggested that in view of the past practice the President might as an interim arrangement allow the house to discuss general questions relating to non-votable expenditure on nominal reductions of votable items.

When the last day of the days allotted for voting of grants is reached and the discussion is not finished the Chair under the rules is required to put forthwith at fixed time, usually, 5 p.m. on that

day every question necessary to dispose of all the outstanding matters in connection with demands for grants. This is technically known as guillotine. A guillotine is a device to bring the termination of financial discussion to a close; for otherwise the discussion on the motions of reduction may perhaps continue for months and months together.

Where, however, the house of Assembly have refused to assent to a demand, that demand is not to be submitted to the Council of State unless the Governor-General so directs, and where the Assembly have assented to a demand subject to a reduction of the amount specified in it, a demand for the reduced amount only is to be submitted to the Council of State, unless the Governor-General otherwise directs. In either of the said cases when the Governor-General gives directions to present the refused or reduced demand, the demand submitted to the Council of State shall not be for a greater amount than that originally demanded. If the Chambers differ with respect to any demand, the Governor-General is to summon the two chambers to meet in a joint sitting for the purpose of discussing and voting on the demand on which they disagree; and the decision of the majority of the members of both Chambers present and voting is

to be deemed to be the decision of the two Chambers. In the provinces however no such procedure is necessary as the Legislative Council has no right to vote on the demands and it is only the Legislative Assembly that determines the disposal of demands.

In case of reduction or refusal of a demand, the Governor-General, if he considers the reduced or refused amount necessary for the discharge of his special responsibilities or to meet sums charged on the revenues of Federation, may restore the amount but the amount so restored should not exceed the amount originally asked for.

Similar procedure is laid down for the provinces where a special security is provided for the expenditure on European and Anglo-Indian education. If provision for this purpose has been made in the last complete year before the provincial autonomy comes into force, then in each subsequent financial year, unless the Assembly by a majority of at least three-fourths of its members refuses the demand, the amount must be included to the extent of the average expenditure for ten years ended on March 31, 1933, unless the total educational expenditure is reduced below that average ; and in that case only a proportionate reduction is allowed.

#### 4. Supplementary Grants

The budget when once passed by the house, with or without alterations of the Governor-General or Governor, cannot be altered except with the permission of the house. If the government later discovers that an item has been inadvertently omitted or that demands which could not be foreseen at the time of presenting the budget have since arisen or that the amount allotted for any item, proves to be insufficient, the same formality has to be gone through as in the case of original demand. The government has to make a fresh demand, known as supplementary demand and submit fresh estimates to the house known as supplementary estimates. Supplementary estimates are nonetheless looked upon with particular jealousy by legislatures as they may amount to a breach to contract between the government and the legislature.

To the executive government also supplementary estimates prove very inconvenient as they tend to open healed sores and unearth unpleasant controversies. But supplementary estimates are a necessary evil and perhaps the lesser of the two; for if such estimates were to be totally stopped the executive would by framing liberal estimates of expenditure at the beginning of the year heap up sufficient

provision for reserves for unforeseen contingencies. On the other hand supplementary estimates give an opportunity of scrutinizing the administration during the year.

The subsequent procedure in the legislature in respect of supplementary estimates is exactly the same as for budget estimates. Supplementary estimates can be presented in any order. It has been ruled in the United Provinces Legislative Council on the 9th July, 1930 that an exposition of the policy of the Government while dealing with supplementary estimates is not in order. "Debate on supplementary and excess grants (see below) is restricted to the particulars contained in the estimates on which those grants are sought and to the application of the items which compose those grants ; and the debate cannot touch the policy or the expenditure sanctioned on other heads, by the estimate on which the original grant was obtained except so far as such policy or expenditure is brought before the committee by the items contained in the supplementary or excess estimates."<sup>1</sup>

##### 5. Excess Grants

Sometimes it so happens that an excess is discovered only after the expiry of the financial year.

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I. Mays Parliamentary Practice, page 536.

In such a case supplementary estimates are impossible. To regularise the excess, however, an excess demand is presented ; the procedure with regard to this is the same as for the supplementary estimates.

#### 6. Token Grants

When a demand is made for a supplementary or an excess grant and it is desired to reappropriate money from another grant the demand which is thus made is technically known as "Token Demand." That is to say, the demand is only for a nominal sum of money say Rs. 100 or Rs. 10 and it is explained in a separate statement how the balance would be met. This is done merely to bring the expenditure in question within the purview of the legislature.

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## CHAPTER IX

### COMMITTEES AND THEIR FORMATION

#### 1. The Committee System

Sometimes a matter requires careful consideration which is not possible in a full house. In such cases committees are appointed. Committees are appointed to consider a particular subject either at large or under special instructions (1) to obtain information in reference to a matter before the assembly by the examination of witnesses or by some other way (2) and to digest and put into the proper form, for the adoption of the assembly, all resolutions votes, orders, and other papers with which they may be charged.

The powers and functions of committees depend chiefly upon the authority and particular instructions given to them by the assembly at the time of their appointment; but they may also be, and very often are, further instructed whilst they are in the exercise of their functions; and sometimes it even happens that these additional instructions wholly change the nature of a committee by charging it with inquiries quite different from those for which it was originally established.

The chief advantages of committee system are that it enables a deliberative assembly to do many things, which it would otherwise be unable to do. It accomplishes a much greater quantity of business by dividing it among the members, than could possibly be accomplished if the whole body were obliged to devote itself to each particular subject. It acts in the preliminary and preparatory steps with a greater degree of freedom than is compatible with the forms of proceeding usually observed in full assembly.

## 2. Appointment of Committees

Committees are composed either of persons specially selected for the particular occasion, or appointed beforehand for all matters of the same nature. Committees of the first kind are usually called select and the others are called standing committees.

A committee goes into the questions and report to the full body of members. Though it is sanctioned by the full body or society, it has no power to bind the society. It merely delivers, collects all the available evidence, and then reports to the appointing body. The latter receives the report and acts upon it or not, according to its own

wishes. Legislatures set up thousands of such committees, and it may be added, most of the reports have been set aside and never acted upon. When a committee is to be formed for some specific purpose, the first consideration is its size. Five is, perhaps, as low as one may reasonably go, while twenty is approaching the maximum. In creating a committee, the full body will be wise if they impose upon the committee as few restrictions as possible. The matter to be deliberated should be very definitely set out and then perhaps a date for receiving the report should be named. The committee is then free to appoint its own chairman, make its own rules and set about the task before it exactly as it thinks fit.

After all the points for consideration have been dealt with in extense and all the witnesses examined, the committee write the report. When a committee has not been able to arrive at a unanimous conclusion, a minority report along with the majority report is submitted to the House.

### 3. Election of Committees

Committees are generally elected by the House. In some cases election is simple i. e. members securing largest number of votes are declared. But in

such elections minorities may suffer and all the members elected may belong to majority party. To remove this evil, a new system known as single transferable vote has been adopted. Take the case of ordinary election. Supposing four candidates contest a seat. A getting 15000 votes, B getting 14999, C 14500 and D 5501, A would be declared elected by a majority of one and would represent the opinion of all the voters including the 35000 who voted against him. Thus under this system of election, the results of the general elections are amazing distortions of the popular will. Taking for example the election in England in 1918, the coalition Government won 472 seats in the House of Commons against 130 won by the anticoalition party—a majority of nearly 4 to 1. But the coalition party had obtained only 52 per cent. of the votes cast, against 48 per cent. given to their opponents. Similarly in the election of 1922, the Conservatives obtained 347 seats in Parliament and a clear majority of 79 over others yet they polled only 38 per cent. of the votes cast. In the election of 1923, the Conservatives obtained almost the same percentage viz. 38 per cent., but they lost 90 seats and were placed in a minority of about 100. In 1924 the Conservatives got 415 seats with only

47 per cent. voting on their side. Similarly the subsequent elections proved that the proportion of votes cast and candidates returned to various parties widely differed.

The system of single transferable vote is often advocated to overcome this defect in the machinery of election. Under this system the existing single member constituencies will be grouped together into larger constituencies with 4 or 5 seats. Whatever the number of seats may be, each elector will have one vote only; but he would be entitled to indicate on the ballot paper the order of his preference amongst the candidates by numbering them 1, 2, 3, 4, 5 etc. If the candidate of his first preference did not require his vote, or is hopelessly out of the running, the vote would be transferred to his second preference, and it need be to his 3rd and so on. Thus in no case would his vote be wasted. It would always help to return somebody. This system is a complicated one in general election but it is very advantageous in small elections, e. g., election of committees. In India it is used in the case of election to various committees of the legislatures and although it is a little complicated it has produced good result and has made representation more real.

#### 4. System of Single Transferable Vote

The following are some of the important extracts from the Regulations for the holding of Elections by means of the single transferable vote in the U. P. Legislative Assembly :—

In these regulations—

(a) “Continuing candidate” means a candidate not elected or not excluded from the poll at any given time.

(b) “Exhausted paper” means a ballot paper on which no further preference is recorded for a continuing candidate, provided that a paper shall also be deemed to be exhausted if—

(i) the names of two or more candidates, whether continuing or not, are marked with the same figure and are next in order of preference, or

(ii) the name of the candidate next in order of preference, whether continuing or not, is marked—

(a) by a figure not following consecutively after some other figure on the ballot paper, or

(b) by two or more figures.

(c) “First preference” means the candidate against whose name the figure 1 appears on ballot paper ; “second preference” the candidate against whose name the figure 2 appears ; “third pre-

ference " the candidate against whose name the figure 3 appears, and so on.

(d) "Original Vote" in regard to any candidate means the vote derived from a ballot paper on which a first preference is recorded for such candidate.

(e) "Quota" means the lowest value of votes sufficient to secure the return of a candidate.

(f) "Secretary" means the Secretary of the Assembly.

(g) "Surplus" means the number by which the value of the votes of any candidate, original and transferred, exceeds the quota.

(h) "Transferred vote" in regard to any candidate means a vote which is derived from a ballot paper on which a second or subsequent preference is recorded for such candidate and the value or part of the value of which is credited to such candidate.

(i) "Unexhausted paper" means a ballot paper on which a further preference is recorded for a continuing candidate."

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4. If the number of candidates who have been duly nominated, less withdrawals, if any, under regulation 3, is less than the number of vacancies to be filled, the Speaker shall call for

further nominations in the manner prescribed in regulation 2.

5. If the number of nominations received on the original date, or on such further date (if any) as may be fixed, less withdrawals, if any, under regulation 3, is equal to the number of vacancies to be filled, the Speaker shall declare the candidates so nominated to be duly elected.

6. If the number of candidates duly nominated as aforesaid, less withdrawals, if any, under regulation 3, exceeds the number of vacancies to be filled, the Speaker shall, at a meeting of the Assembly, call upon the members of the Assembly to elect candidates in the manner prescribed in these regulations and shall announce the date and time fixed by him for such election.

7. Each member shall vote in person and no vote by proxy shall be permitted.

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16. Every member shall have one vote only. A member in giving his vote—

(a) must place on his ballot paper the figure 1 in the square opposite the name of the candidate for whom he votes;

(b) may in addition place on his ballot paper the figure 2 or the figures 2 and 3 or 2, 3 and 4,

and so on, in the squares opposite the names of other candidates in the order of his preference.

17. A ballot paper shall be invalid—

- (a) upon which a member signs his name or writes any word, or makes any mark by which it becomes recognizable; or
- (b) which is not on the form provided by the returning officer; or
- (c) on which the figure 1 is not marked; or
- (d) on which the figure 1 is set opposite the name of more than one candidate; or
- (e) on which the figure 1 and some other figure are set opposite the name of the same candidate; or
- (f) which is unmarked or avoid for uncertainty.

18. The returning officer shall in carrying out these regulations—

- (a) disregard all fractions;
- (b) ignore all preferences recorded for candidates already elected or excluded from the poll.

19. As soon as may be after the time fixed for the recording of votes the returning officer shall examine the ballot papers, and after rejecting any invalid ballot papers shall divide the remaining papers into parcels according to the first preferences recorded for each candidate. He shall then count the number of papers in each parcel.

20. For the purpose of facilitating the processes prescribed by these regulations each ballot paper shall be deemed to be of the value of one hundred.

21. The returning officer shall then add together the values of the papers in all the parcels and divide the total by a number exceeding by one the number of vacancies to be filled, and add one to the quotient. The number thus obtained is the number sufficient to secure the return of a candidate and is herein called the "quota."

22. If at any time under these regulations a number of candidates equal to the number of persons to be elected has obtained the quota such candidates shall be treated as elected and no further proceedings shall be taken.

23. (1) Every candidate the value of whose parcel, on the first preferences being counted, is equal to or greater than the quota, shall be declared elected

(2) If the value of the papers in any such parcel is equal to the quota, the paper shall be set aside as finally dealt with.

(3) If the value of the papers in any such parcel is greater than the quota, the surplus shall be transferred to the continuing candidates indicated on the ballot papers as next in the order of the

voter's preference, in the manner prescribed in the following regulation.

24. (1) If and whenever as the results of any operation prescribed by these regulations a candidate has any surplus, that surplus shall be transferred in accordance with the provisions of this regulation.

(2) If more than one candidate has a surplus, the largest surplus shall be dealt with first and the others in order of magnitude: provided that every surplus arising on the first count of votes shall be dealt with before those arising on the second count, and so on.

(3) Where two or more surpluses are equal, the returning officer shall decide according to the terms of regulation 29 which shall be first dealt with.

(4) (a) If the surplus of any candidate to be transferred arises from original votes only, the returning officer shall examine all the papers in the parcel belonging to the candidate whose surplus is to be transferred and divide the unexhausted papers into sub-parcels according to the next preferences recorded there on. He shall also make a separate sub-parcel of the exhausted papers.

(b) He shall ascertain the value of the papers in each sub-parcel and of all the unexhausted papers.

(c) If the value of unexhausted papers is equal to or less than the surplus, he shall transfer all the unexhausted papers at the value at which they were received by the candidate whose surplus is being transferred.

(d) If the value of the unexhausted papers is greater than the surplus, he shall transfer the sub-parcels of unexhausted papers and the value at which each paper shall be transferred shall be ascertained by dividing the surplus by the total number of unexhausted papers.

(5) If the surplus of any candidate to be transferred arises from transferred as well as original votes, the returning officer shall re-examine all the papers in the sub-parcel last transferred to the candidate and divide the unexhausted papers into sub-parcels according to the next preferences recorded thereon. He shall thereupon deal with the sub-parcels in the same manner as is provided in the case of sub-parcels referred to in the last preceding sub-section.

(6) The papers transferred to each candidate shall be added in the form of a sub-parcel to the papers already belonging to such candidate.

(7) All papers in the parcel or sub-parcels of an elected candidate not transferred under this

regulation shall be set aside as finally dealt with.

25.—(1) If after all surpluses have been transferred, as hereinbefore directed, less than the number of candidates required has been elected the returning officer shall exclude from the poll the candidate lowest on the poll and shall distribute his unexhausted papers among the continuing candidates according to the next preferences recorded thereon. Any exhausted papers shall be set aside as finally dealt with.

(2) The papers containing original votes of an excluded candidate shall first be transferred, the transfer value of each paper being one hundred.

(3) The papers containing transferred votes of an excluded candidate shall then be transferred, in the order of the transfers in which and at the value of which he obtained them.

(4) Each of such transfers shall be deemed to be a separate transfer.

(5) The process directed by this regulation shall be repeated on the successive exclusions one after another of the candidates lowest on the poll until the last vacancy is filled either by the election of a candidate with the quota or as hereinafter provided.

26.—If as the result of a transfer of papers under these regulations the value of the votes

obtained by a candidate is equal to or greater than the quota, the transfer then proceeding shall be completed, but no further papers shall be transferred to him.

27.—(1) If after the completion of any transfer under these regulations the value of the votes of any candidate shall be equal to or greater than the quota, he shall be declared elected.

(2) If the value of the votes of any such candidate shall be equal to the quota, the whole of the papers on which such votes are recorded shall be set aside as finally dealt with.

(3) If the value of the votes of any such candidate shall be greater than the quota, his surplus shall thereupon be distributed in the manner hereinbefore provided before the exclusion of any other candidate.

28.—(1) When the number of continuing candidates is reduced to the number of vacancies remaining unfilled, the continuing candidates shall be declared elected.

(2) When only one vacancy remains unfilled and the value of the votes of some one continuing candidate exceeds the total value of all the votes of the other continuing candidates, together with any

surplus not transferred, that candidate shall be declared elected.

(3) When only one vacancy remains unfilled and there are only two continuing candidates and those two candidates have each the same value of votes and no surplus remains capable of transfer, one candidate shall be declared excluded under the next succeeding regulation, and the other declared elected.

29.—If when there is more than one surplus to distribute, two or more surpluses are equal or if at any time it becomes necessary to exclude a candidate and two or more candidates have the same value of votes and are lowest on the poll, regard shall be had to the original votes of each candidate, and the candidate for whom fewest original votes are recorded shall have his surplus first distributed or shall be first excluded, as the case may be. If the values of their original votes are equal the returning officer shall decide by lot which candidate shall have his surplus distributed or be excluded.

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## CHAPTER X

### THE SECRETARY

#### 1. Duties of Secretary

Whether it is a company, a society or any other public body, the secretary is the main official through whom almost all the important proceedings of the meeting pass. He is to a certain extent the mainspring around which a society works. An energetic secretary, who knows his job, can do a great deal in ensuring the success of his society. In most matter he has more knowledge than that of the chairman, although the latter is his official superior. The Secretary has to share responsibilities in all respects. He gets cencism and credit for his work. A secretary should be good tempered and active person. In temporary meetings and other small organisations, the secretary is a member and is elected like the chairman. But in permanent bodies he is a whole time servant and is appointed either by the executive body or the general meeting.

It is secretary's main duty to call all meetings—general and annual and to arrange for meetings

of executive committees. General and annual meetings are fixed by the committee and the secretary sends notices to the members. If committee meetings are held regularly on certain dates, notifications may be avoided. If not, then the secretary should send a notice to all members specifying date, place and time of meeting and with the notice he should annex the agenda of the meeting. If the secretary finds that members are slack to attend he would be well advised to send notice to each member, even if the meetings are held regularly, so that there may be no excuse for members.

In the case of limited companies in England, it is laid down by law that one meeting, at least, must be held between January 1st and December 31st, and that no more than 15 months may elapse between two consecutive annual meetings. As for meetings of a particular body usually the rules determine when they are to be held.

## 2. Instructions for Secretaries

The secretary, therefore, has to bear the rules in mind and confer with the chairman and other executive officials as to when and where the meetings are to be held. After a date has been agreed upon, it is the secretary's duty to send notices to

every body who has a right to attend it. The general rule for committees is seven days for notice. As a rule, societies require the same or a slightly longer notice, the time and the place of course has to be mentioned on the notice which is worded in some such way as the following :—

“Notice is hereby given that the Annual General Meeting of.....Company Limited, will be held at Kaiserbagh, Lucknow, on Thursday, the fourteenth day of August, 19..., at 4. p. m. A copy of the agenda is enclosed.”

By order.....Secretary.

In the agenda the secretary records all items that are likely to be discussed. These items should be approved by the chairman before they are brought up on the agenda. A specimen agenda is reproduced below.

A committee meeting of.....club will be held at.....on Tuesday, March..... 19..... at..... p. m.

### **Agenda**

1. Confirmation of minutes of last meeting.
2. Consideration of the report of reorganisation committee.
3. Appointment of a clerk.

4. Accounts for payment.

5. Correspondence.

6. Any other business.

Besides the agenda, there is also an agenda book in large bodies. The Agenda Book is a minute book in two columns, in the first of which the secretary enters the matter to be settled at the meeting, beginning with the minutes of the last meeting. In the second column he records the decisions arrived at. Below is given a specimen page of an agenda book.

### Agenda

Fourth ordinary General Meeting — March,  
—, of the — Company, Limited.

Minutes last meeting.	{	Read, confirmed, signed.
Report and Accounts.	{	Adopted.
Dividend.	{	Proposed by chair and seconded by Mr. .... that dividend of .... % be distributed Carried Nem. Con.
Resignation of Sir Arthur H...	{	Proposed by Dr B and seconded by Canon C. that Sir Arthur H. be asked to continue on the Board. Carried Nem. Con. Sir A. continues.

and so on.

Before the meeting begins, the secretary should see that all the arrangements for the reception and comfort of the members have been made. Then he will take his seat on the platform, usually at the chairman's elbow. He is needed there because it is to him that the chairman turns when he wishes to know a fact, such as a set of figures, or needs the production of a document. The secretary is usually called upon to read the notice of the meeting and the minutes. This is the only time he has to speak, unless the chairman calls upon him to read a document or explain something that has arised out of his duties. Usually a secretary's speech is no more than a brief statement of facts and always, it is as short as the matter permits.

The most important task of a secretary is to record minutes. This will be dealt with in the subsequent chapter.

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## CHAPTER XI

### SECRETARY'S RECORD OF MINUTES.

#### 1. The Minute Book.

It would be useless for people to come together and deliberate on matters of importance if no record were kept of their actions and findings. A history of every meeting of any importance therefore is always compiled. The Secretary notes it and it is known as the "minute" or 'Journal'

In order that minutes can be preserved and easily consulted, at any future date, every society, company, club or other gathering which meets regularly, maintains a minute book in which these records are written one after the other in chronological order.

The minutes must be very carefully written in order to record correctly exactly what happened at each meeting. In extreme cases, the minutes may be used as evidence in courts of law; thus their accuracy must be the primary concern of every secretary.

Every secretary need not reproduce the minutes of a meeting in exactly the same way, still a

certain amount of uniformity is advisable, and it is best to plan them on the following lines;

- (i) Date, hour and place where the meeting was held. Whether the meeting is ordinary, adjourned, or special.
- (ii) Name of the chairman. The change of a chairman during the course of a meeting should be recorded.
- (iii) Names of other officials who were present, and total number of members who attended. In small meetings, the names of every body present may be mentioned.
- (iv) An account of the formalities gone through before the actual business was transacted. This includes such matters as the secretary's reading of the notice convening the meeting, and the reading of the minutes of the previous meeting.
- (v) An outline of the actual business transacted. It is naturally the most important part. It usually commences with a memorandum that the minutes of the last meeting were read, followed by a resolution adopting them as a correct record. Then in the case of a committee, usually comes; "Business arising out of the minutes" and any further business as it appears on the agenda, often in the case of committee meetings, commencing with

"correspondence"; but letters dealing with any specific matters must be read to the meeting when such business comes up for consideration.

The purport of all letters and other communications read should be briefly stated in the minutes and followed by the resolution ( if any ) passed on the matters referred to therein, or, if the letters are unimportant, a memorandum as to what was done.

When a letter or other document is controversial or very important, it is sometimes inserted in full, but it is usual in such circumstances to pass a resolution that such letter or document be entered in the minutes.

Reports or minutes of committees presented for adoption or confirmation must usually be set out in full and followed by the resolution adopting, confirming, amending or referring back, as the case may be.

Resolutions must be carefully worded and should be proceeded by the names of the movers and seconders, although the latter is not essential. The fact whether lost or carried must, of course, be stated; and, if so desired by any member, the numbers and names of those respectively voting for

and against. If unanimous, the fact should be stated thus:—

“It was resolved unanimously”, or

“It was moved by Mr. Benerji, seconded by Mr. Saksena, and carried unanimously, that, etc. ....” In order to ensure accuracy, all substantive motions and amendments should be handed to the chairman in writing, signed by the mover, seconded and read to the meeting before any debate thereon is permitted.

## 2. Specimen Minutes

The following is the specimen of minutes.

Minutes of the Tenth Ordinary Meeting of the E. I. Rly. Co-operative Society, held on January —— 19—, in Kaisarbagh, at 7-30 p. m.

The chair was taken by Mr. A.

The following members were present; Messrs. B. C. D. etc.; also Mrs. L. M. N. etc., and Miss O

The Secretary, Mr. P., was also present.

The notice calling the meeting was read by the secretary, who followed by reading the minutes of the Ninth Ordinary Meeting, held on October ——, 19—. These minutes were confirmed and signed by the chairman.

Letters of apology were read from Messrs. Q and R., who regretted their inability to be present, the former on account of illness and the latter from business pressure.

A letter was read from the Secretary of the Lucknow Atheletic Club.

Upon the motion of Mr. B. and seconded by Mr. C., it was resolved, unanimously, that the programme and other details of the presentation be entrusted to Mr. D., Miss O. and the Secretary.

A long discussion then ensued regarding the growing funds of the society in the bank, and it was moved by Mr. C. and seconded by Miss O., that Rs. 200 be expended on refurnishing the Society's room.

An amendment was moved by Mr. D., and seconded by Mrs. L., that the sum be increased to Rs. 300 ; but this was rejected by the meeting. (Votes 10 for, 15 against).

The original motion was then put to the meeting and carried by a majority of 20 votes.

Mrs. M. then made the complaint that the library was in a disorganised condition, that certain books had been borrowed and never returned ; whilst others had suffered defacement that was not ordinary wear and tear. She proposed, and Mrs.

N. seconded, a motion to the effect that a committee of four be appointed to enquire into a more up-to-date system of classifying, lending and preserving the books.

The motion was put to the meeting and was adopted unanimously.

Upon a motion proposed by Miss. O., and seconded by Mr. B , it was unanimously agreed that the committee should consist of Mrs. M., Mrs. N. Mr. C., and the Secretary.

As there was no further business, the meeting terminated at 10-15 p. m. after a vote of thanks was accorded to the chairman.

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## CHAPTER XII.

### OTHER DUTIES OF THE SECRETARY

#### 1. Office Work

Besides keeping the minutes of a meeting, other important duties of the Secretary are:—

- (1) Keeping of registers and making statutory returns etc.
- (2) Correspondence.
- (3) Preparation of agreements and other documents.
- (4) Control of cash and banking accounts.
- (5) Signing of cheques and Bills etc.
- (6) Office control.

In companies various registers are kept. The register of members records names, addresses, occupation of every member, number of shares bought, amount paid, cessation of membership and its transfer. The index gives the names of members in a fixed order. The annual summary gives total capital, number of shares, total recovered from calls, total unpaid, total of shares forfeited, names and particulars of shares held by persons who have ceased to be members since the list was prepared,

etc. This summary must be written in a different part of the register showing each member's individual holding, and must be completed as early as possible after the meeting.

The Register of Mortgages records a description of the property mortgaged, the amount of the mortgage, and the names of the mortgagees. It is necessary however, to make the record somewhat more detailed, in order that it may be of some practical value.

The shareholders as also the creditors have the right of free inspection of the register and the copies of instruments creating the charge, and the company is not bound to supply copies. The register is to open "at all reasonable times," and those who inspect may make extracts.

The Register of Debenture Holders gives details regarding Debenture Holders. Shareholders and registered holders of debentures have the right to inspect this, free. No one else has any right of inspection.

These three registers, namely, of members, of mortgages, and of debenture holders, are the only ones that persons, even if they use not directors and auditors, have any legal right to inspect.

The Register of Directors gives details regarding Directors. Changes in the directorate must be entered as they occur, and notice posted within fourteen days to the registrar, to whom also must be sent ( included in the annual return ) a list of the names and addresses of persons who at the date of the return are directors of the company, or occupy the position of directors, by whatever name called.

The Register of Transfers details entries for the register of members. The points upon which the secretary when handling transfers should be careful are:—

- (a) The production of a proper instrument of transfer, correctly stamped.
- (b) The initialling of alterations (if any) by all parties to the transfer.
- (c) Verification of transferor's signature by comparison with his signature appearing on the transfer deed by which he acquired the shares.
- (d) The recording, on being advised of a shareholder's death or on seeing report of it in a newspaper of the fact against his name in the register, to

prevent the sending out of any dividend or the making of any transfer until probate and letters of administration have been produced.

- (e) The sending of a notice, before a transfer is made, to the registered holder that this is about to be done, in order that he may intervene if any fraud is being attempted.
- (f) The production and cancellation of the transferor's share certificate.

The Lost Papers Register records the loss share certificates by lawful holder in order to prevent any fraudulent transfer.

Auditors have right of access at all times to all books, accounts and vouchers, and the secretary should meet any demands of this nature cheerfully. Nor should he resent it if asked to furnish proof as regards his own payments or receipts; for it is one of the maximums of accountancy that no servant's uncorroborated statement on such a point should be accepted. At the same time it is not the duty of an accountant to go to work as if he were opening a criminal investigation, and if by such a misconception of his duties he is upsetting the staff, a tactful word from the secretary may do good.

## 2. Hints for Correspondence

The Correspondence should be simple. Eloquence and humour are out of place in business communications

Writing to a shareholder the secretary must not lose his sweetness and light even when replying to some ridiculous complaint, for this will have proceeded from stupidity, which is an affliction rather than a fault. Whatever the provocation, sarcasm is never permissible.

While preparing agreements the secretary should consult the legal adviser of the company. In the very rare event of there being any serious difference of opinion between them on a vital matter the secretary must not lightly give way. It is true that probably he would be exonerated for any step taken on the solicitor's instructions; but if he is worth his salt, the secretary's first concern is not his own immunity from censure. But the company's welfare. The secretary's unescapable responsibilities are many and varied. He must see that the documents he handles are sufficiently stamped, and that when adhesive stamps are permissible, these have been properly cancelled by the person who is responsible for this by the writing across them of

his initials or those of his firm or company and the true date of his writing them.

When any proxies are sent in, it is incumbent upon the secretary to see that they are stamped properly, that they have arrived in time to permit of their remaining at the registered office of the company for the requisite qualifying period for their use at the coming meeting, and that the signers and holders alike are qualified to act.

Much, both as regards efficiency and economy, will depend upon the secretary's attitude towards his staff. If he is helpful towards their advancement and not grudging, the office will be run well and as cheaply as it ought to be. Cheap service, almost invariably, is bad service.

Modern office accessories, addressographs, calculating machines, and improved filing systems soon repay their initial cost, but they are not fool-proof, and it is a mistake to think that any one can be trusted to run them. The combination of an improved system with an unimproved junior is often disastrous. Don't we know the office whose handsome filing cabinet is the grave of documents consigned to it? Never again can they be brought to light. The fact is that much of the work we are accustomed to think entirely

mechanical requires a closeness of attention that comes only by training. One should be sure that his assistant gives this skilled care before he is entrusted with the bestowal of papers.

Punctuality should always be insisted upon, not only because it secures a fair day's work, but also because it helps to develope efficiency all round. The secretary will be best served who is particular but not pettifogging, and more apt to stimulate by example and encouragement than to depress by scolding and threats. As far as possible he should contrive that everyone does work that is educative.

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## CHAPTER XIII

### HINTS FOR PUBLIC SPEAKING

#### 1. Essentials of good speaking

The first requisite for public speaking is the power of clothing thoughts previously conceived in appropriate language. The second requisite is the power of arranging a succession of thoughts into a harmonious whole.

It is therefore necessary that a speaker should have ample knowledge of the subject and with this aim in view he must hunt up and collect all material on the subject before he speaks. At least half of bad speaking is due to the lack of knowledge of the speaker.

The man who is full of his subject seldom exhibits nervousness, and seldom fails to grip his audience. Because he knows that he cannot be pulled up on inaccuracies arising from ignorance of his subject. A well-informed speaker is full of self-confidence. This fact does not escape the audience, who listen with the respect and attention.

#### 2. Outline for speeches

When full material has been collected, the speaker may proceed in three ways. The first and

best method is to go mentally over the subject on which one has to speak and merely think of what one intends to say. And, then, when the time comes, to say it.

The second way of planning a speech is to think out all the points that have to be said and to jot down a list of headings on a piece of paper. The slip can then be referred while the speech is being actually delivered. The headings will keep the speaker alive to the points and will help him to remember all the thoughts. In other words, they will assist and not restrict the speaker. The headings usually are :—

1. General introduction of subject.
2. Statement of the particular proposition which is to be expounded.
3. The evidence in details.
4. The summary of evidence.
5. Exposition of the conclusion logically to be drawn from such evidence.
6. The appeal for support, or the "peroration,"

Under these headings notes may most conveniently be set down. Naturally, certain of the divisions are capable of further subdivision. Evidence in detail, for instance, may well have six

divisions of its own, the number being mainly dependent on its bulk.

The third method is to sit down and write out what a speaker intends to say from beginning to end. He can, then go over it aloud a dozen or, perhaps, forty times, until he has learnt much of it by heart, while the rest he can fill in by a system of paraphrasing. A glance at the paper, just before one goes to speak, will refresh his memory splendidly and, quite likely, he will be surprised and pleased at his powers of oratory, after the event.

Cicero recognizes the following *quinque quasi membra eloquentiae* :—the selection and arrangement of the subject-matter, the clothing it in suitable language, the charging the whole upon the memory, and lastly, the delivery of the speech so prepared with appropriate gesture and elocution.

The course to be adopted by a speaker, as by a traveller is, first, to decide what point he wishes to make for, and then to set about finding the readiest means of arriving at it. Many speakers resemble the men of an exploring party, in a newly settled country, who have no particular object in view ; as long as they do but get over a certain amount of ground, they are careless as to the

direc-tion they may have taken, and are not much surprised if they find at last that they have been walking in a circle, and have arrived at the very spot from which they originally started ; on the other hand, a good speaker may be compared to a native of the same country, who, striking unhesitatingly into the right path, never once pauses or turns aside until he attains the object of his journey.

Absurd as it may seem, experience would lead us to believe that a large number, even of those who speak after considerable preparation, never clearly decide in their own minds the exact purpose which their speech is to effect; the consequence of which is, that, having neither method nor concentration, they fritter away, in slight skirmishes and it may be in trivial successes, opportunities and resources which, if rightly used, would have enabled them at once to strike a decisive blow.

Such men generally excel, more or less, in that style of speaking which Mr. Addison has humorously denominated "high nonsense." The peculiar characteristic of which he shows to be that the speaker without really having any meaning seems to have it, and so imposes upon the hearers by the range and sound of his words, that they are apt to fancy they signify something; "a deceit," he

says, "which is only to be detected by those who lie under this delusion asking themselves what they have learnt from it." Let a speaker, however, only apply the test to himself, and throughout the whole course of his preparation keep prominently before his mind the lesson which he really wishes to convey, and he will hardly fail to see, even at a glance, what portions of his subject matter are superfluous, and what parts he may with advantage enlarge upon.

•      3, Method of delivering Speeches

With regard to the actual delivery of a speech, only a few general hints can be given. There are many books upon elocution to which reference may be profitably made, and it may be remarked, incidentally, that not enough attention is paid nowadays to elocution as part of the education of cultured people. It is a regrettable fact that insufficient stress is laid upon the importance of really good reading and speaking as part of a gentleman's equipment for the world.

Proper management of the breath is the fundamental necessity in the effective use of the voice. The nostrils are the proper organs of breathing, and abdominal breathing is the proper

method ; it has been laid down as a definition that "the criterion of correct inspiration is an increase of the size of the abdomen and of the lower part of the chest ; whoever draws in the abdomen and raises the upper part of the chest breathes wrongly." For public speaking the important thing is to take in as much breath as possible, inflate the lungs to their fullest extent with air, and never exhaust them, taking fresh inspirations whenever and wherever opportunity offers.

Some control of the breath having been acquired, the next point to consider is its application to the vocal organs in producing speech. The vowels and consonants are elementary sounds of which, when blended into complex forms, words are compounded. "Pronunciation" is simply giving utterance to words, and when clearly and effectively done the vocal act is defined as correct articulation; when many words are spoken successively, with due regard to their emphasis and inflection, the speaker is said to have flexibility of utterance. Words are formed by the action of the tongue, lips and nose, and consequently the sounds should be articulated by the organs of the mouth, not by those of the throat. To

acquire just articulation every word should be delivered perfectly finished ; they should not be hurried over nor run one into another, nor should they be prolonged or drawled. When all the vocal apparatus is subordinated to the will so completely that each organ responds to the production of any tone or variation of sound, "flexibility" has been acquired.

#### 4. Articulation.

An admirable exercise in articulation has been suggested by one writer on the subject. After describing various exercises, he says ; "It would be advantageous to take any piece and read it backwards. I do not know of any practice more calculated to produce clear articulation than this. In performing it, great care should be taken to let each word stand out, above and apart from its neighbours. It will also be necessary that each letter in the syllable and each syllable in the word should be distinctly heard. And here we may lay down a very good rule—let every letter and every syllable be distinctly heard, unless there be some good reason against it. Take care to enunciate each word as loud as conveniently possible. Breathe between each word. It would be

a good practice, and would vary the above, to elongate the syllables as much as possible, and also to read in several keys, or, in other words, with the different kinds of pitch of which the voice is capable."

We quote this because a single experiment will convince any honest person that his ordinary articulation is much more faulty than he would previously have believed, and whatever else a sympathetic audience may condone in the way of harshness of voice, or stiffness of gesture, they will not condone failure in articulation. If a speaker will not take the trouble to make every word he says clear, he will forfeit the sympathy, and very speedily the patience, of his hearers and be compelled to make room for some more intelligible person.

It should further not be forgotten that clear articulation goes a long way to compensate for weakness of voice, and that sense can be conveyed with a minimum of sound. If the audience are interested at the outset, they bring their eyes as well as their ears, and catch every word that is perfectly articulated ; it is on this principle that deafmutes are taught lip-reading. No pains, therefore, should be spared to make the articulation precise and accurate.

### 5. Voice while speaking

For the rest, the would-be orator must develop the natural tone of his voice in which he is accustomed to speak, and which he can vary and make orotund, guttural, hollow or even falsetto, according to the nature of the passage to be spoken. No theoretical remarks can be of much service here; only observation of living models coupled with patient practice can avail. He must further consider the question of "time" the rapidity with which he will give utterance to his words; in this case again he must be guided by the paramount necessity of clear articulation, with which neither speech nor anything else must be allowed to interfere; something of the "time" will be indicated by the nature of the passage to be spoken, an impassioned appeal or a fiery denunciation demanding greater rapidity than a solemn exhortation or a critical analysis of the arguments of the other side. Finally, he must pay due regard to proper phrasing and grouping of his words; this has been well defined as "vocal punctuation" and consists in arranging the words of discourse into groups as to convey their actual meaning, and in separating them by the use of pauses in utterance.

To sum up, anyone with a very little preliminary

instruction can learn to control and economise his breath, can acquire nice articulation, and practise affective gesticulation; the rest he can learn best by listening and attending to such good speakers as he may have the opportunity of hearing; by taking pains he may soon hope to become a competent speaker himself. That the trouble to which he may have been put will be well compensated by the event is a self evident proposition.

#### 6. Some common errors in speaking.

Pronunciation is an important matter, the difference between correct and incorrect pronunciation marking the difference between an educated and an uneducated man. In ordinary conversation the most common errors are due to carelessness, to a slipshod speech, which is tolerated for no apparent reason, and which many parents only check in their children when it degenerates into such glaring faults as omission of the aspirate or its insertion in places where it should not be. In public speaking, however, correct pronunciation is essential, because failure in this particular exposes the orator to public ridicule.

The rule is that, unless there is some explicit reason to the contrary, every letter and every

syllable in a word should be heard, and upon the rule too much insistence cannot be laid, for it is to its breach that all the common errors in speech may be traced. It is unnecessary to refer here to variations in pronunciations so localised as to be known as dialect; outside these altogether there are a few words in which custom, or what is technically known as *usus loquendi*, justifies alternative pronunciations of the same word.

Thus experts disagree as to whether the aspirate should or should not be sounded in *herb*, *hostler*, *hotel*, *humour* and *humble*, but all agree in omitting it from *heir*, *heiress*, *honest*, *honour* and *hour*. It should not be omitted when it follows the letter *w*, but should be given its full value. *What* *when*, *where* and *whither* are not the same either in sound or sense as *wot*, *wen*, *were*, and *wither*; yet many people make no difference in their pronunciation, although they would never think of pronouncing *who* as if it were the exact equivalent of *woo*. But while in the few cases given above, the letter *h* is not sounded, there are no exceptions to the rule that it must never be sounded where it does not exist.

In the case of *either* and *neither* again, there seems to be an equal balance of authority for pronouncing the *ei* as if it were *ee* or *i*.

## CHAPTER XIV.

### QUOTATIONS FOR SPEAKERS.

A speech often gains considerably by the introduction of an appropriate quotation. Below is a collection of quotations which may be of much help to those composing speeches.

Women forgive injuries, but never forget slights,  
—*Sam Slick.*

Women, wind and fortune are ever changing.  
Be slow in choosing a friend, slower in changing.  
—*Franklin.*

The youth of a nation are the trustees of posterity.  
—*Disraeli.*

They can conquer who believe they can.  
—*Emerson.*

He that dares not venture must not complain of ill-luck.

Patience and application will carry us through.  
One may buy even gold too dear.

To see may be easy; but to foresee, that is the great thing.

‘Tis not every question that deserve an answer.  
In things that must be, it is good to be resolute.

Success is sweet; the sweeter if long delayed and attained through manifold struggles and defeats.

—*Table Talk.*

The team that never meets a better one never need lose.

The world is not made for the prosperous alone, nor for the strong.

Man's record upon this wild world is the record of work, and of work alone.

—*J. G. Holland.*

For one word a man is often deemed to be wise and, for one word, he is often deemed to be foolish. We ought to be careful indeed what we say.

—*Confucius.*

Wise men say nothing in dangerous times.

Wit sometimes enables us to act rudely with impunity.

—*La Rochefoucauld.*

It is easier to be wise for others than for ourselves.

—*La Rochefoucauld.*

There is no index of character so sure as the voice.

—*Disraeli.*

Everything is sweetened by risk.

There is no tyranny so despotic as that of public opinion among a free people.

—*Donn Piatt.*

The truth is always the strongest argument.

—*Sophocles.*

Work is the great cure of all maladies and miseries that ever beset mankind.

—*Carlyle.*

A halter made of silk is a halter still.

—*Cibber.*

Idle bodies are generally busy bodies.

Every ass loves to hear himself bray.

Better not do the deed than weep it done.

—*Prior.*

Can you remember when times were not hard and money scarce ?

—*Emerson.*

Wisdom is knowing what to do next. Skill is knowing how to do it. Virtue is doing it.

The greatest truths are the simples; and so are the greatest men.

—*Hare.*

Amicably if they can; violently if they must.

—*De Quincey.*

God often visits us, but most of the while we are not at home.

—*Roux.*

Whatever makes men good Christians makes them good citizens.

—Webster.

Men's best successes come after their disappointments.

—Beecher.

The true use of speech is not so much to express our wants as to conceal them.

—Goldsmith.

Silence is the eternal duty of man.

—Carlyle.

There are some silent people who are more interesting than the best talkers.

—Disraeli.

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## APPENDIX A.

### SPECIMEN CONSTITUTION FOR GENERAL ASSOCIATIONS.

Note.—The following model form of constitution and By-laws, with such modifications as may be suggested by the nature and objects of various societies, associations, clubs, etc., may be made to apply to organizations in general.

#### CONSTITUTION AND BY-LAWS FOR AN ASSOCIATION FOR THE PROMOTION OF ARTS AND

#### LETTERS.

##### Constitution.

##### Preamble.

With the object in view of stimulating a greater interest and development in the arts and letters in our city and Province, and creating an enthusiasm which, by reason of our example, will serve to awaken a spirit of emulation and co-operation to the same end throughout the nation, we do hereby form ourselves into the Lucknow Association for the Promotion of Arts and Letters.

Consonant with the most liberal spirit of tolerance in the achievement of our purpose, we further agree that in its vigorous pursuit, this organization

shall at all times during the span of its existence, maintain an attitude strictly non-sectarian, non-partisan and non-communal, nor shall it, as an organization, take any part in political issues, or the affairs of state.

### ARTICLE I.

#### Name.

The Lucknow Association for the Promotion of Arts, Letters shall be the name of this organization.

### ARTICLE II.

#### Membership.

Section 1. All citizens who are interested in the Promotion of Arts and Letters are eligible to membership in this association.

Section 2. Pursuant to the process provided in the by-laws, persons of notable ability, and who are in sympathy with the objects of this association, may have honorary membership conferred upon them.

### ARTICLE III.

#### Officers.

A president, a first and second vice-president, a secretary, and a treasurer shall constitute the official personnel of this organization, and their terms of office shall be for one year.

ARTICLE IV,  
Board of Directors.

There shall be vested in a board of eleven directors the authority to govern this organization, by directing its policy and operations in all matters relating to the objects for which it has been formed.

ARTICLE V.  
Meetings.

Section 1. On the third Tuesday in May of each year the annual meeting of this organization shall be held.

Section 2. Not less than one regular meeting shall be held every two months, and power shall be vested in the board of directors to fix the date of such meetings.

Section 3. Upon the written request of eight members of this organization, or whenever deemed desirable by the board of directors, special meetings shall be called.

ARTICLE VI.

If an amendment to this constitution should be proposed at any regular meeting of this organization, it may be made, if carried, by a three-fourths vote of those voting; provided however, that the proposed amendment has been previously approved

of by the board of directors, and their approval has been posted on the bulletin board, and the same information also mailed by the secretary to each member at least one week before the vote is taken.

### BY-LAWS.

#### Membership.

Section 1. To attain actual membership the procedure as follows shall be observed:

The candidate's written application shall be submitted to the board of directors not less than one week before the vote upon his name is taken, and during that period a notice shall be mailed by the secretary to each member of the board informing him of the candidate's application. The names of all candidates for membership shall be read and voted upon at each regular meeting of the board.

Section 2. The manner of conferring honorary membership shall be as follows:—To the membership committee must be submitted in writing the proposal to confer honorary membership, and, in turn, this committee shall submit in writing to the board of directors the name of the person upon whom honorary membership is to be conferred, and state the reasons therefore. This procedure is

effective unless opposed by more than one member of the committee, and unless opposed by more than two negative votes from the board of directors, announcement of approval of the candidate shall be posted on the bulletin board for ten days, and any objection made by members must be made to the board before the expiration of this time. All elections to honorary membership shall be announced at the following regular meeting of this organization.

Section 3. Payment of dues shall not be required of honorary members, and they shall be granted all the privileges of membership with the exception of voting or holding office.

Section 4. Twenty-five rupees shall be payable on the first day of May, the annual dues of membership in this organization, and members elected at different times during the year shall pay prorata for intervening time between date of election and the first day of May.

Section 5. Any member who becomes delinquent for a period of sixty days shall have his name posted on the bulletin board for one week after having been notified of his delinquency in writing by the treasurer; and should be continued delinquent after the expiration of this time, his membership shall be declared forfeited by the board of directors.

**Officers.**

**Section 6.** The president shall be a member, ex-officio, of all committees.

**Section 7.** The secretaryship shall be a salaried office the amount of compensation to be fixed by the board of directors. The duties of the secretary shall be the handling of all official correspondence, filing all records and communications, and the recording of all the proceedings of the board of directors and those of all committees, and all the business in general that comes before and is disposed of by this organization. He shall give bond in an amount to be determined by the board of directors, and he shall act as a member, ex-officio, of all committees.

**Section 8.** The treasurer shall give a bond the amount of which shall be determined by the board of directors.

**The Board of Directors.**

**Section 9.** The board of directors shall elect from amongst themselves, within a week after their own election, the following officers, viz., president, first and second vice-president, secretary, and a treasurer. The Secretary shall be a salaried officer and his compensation shall be fixed by the

board, of which he himself becomes a member upon election, but without the privilege of voting. The office of president of the board of directors shall be filled by the president of the organization. Power shall be vested in the board of directors to take whatever action they may deem necessary or advisable for the government and direction of this organization. They shall formulate and adopt all rules for the conducting of business, for the filling of vacancies on the board, and for the management and control of the property of this organization. Complete reports of all actions and decisions shall be submitted by the secretary at each of the annual meetings.

#### Resignations.

Section 10. All resignations shall be made in writing and presented to the board of directors; but no resignation shall cancel the dues of a member for that part of the fiscal year during which he has had the privileges of membership.

#### Expulsion.

Section 11. Any member whose expulsion has been proposed, and may be effected by a two-thirds vote of the whole board of directors, is entitled to

a personal hearing before the board, but without the right of representation by outside counsel. Before any proceedings are taken in the proposed expulsion of a member he must have written notice of the contemplated action.

#### Committees.

Section 12. All committees shall be appointed by the president of this organization, subject to the approval of the board of directors; and all routine business shall be transacted by a committee composed of seven members. This committee shall be empowered to act for the board when it is not in session between meetings; to make disbursements, fix salaries, etc.; and all business transacted by this committee shall be submitted by the president of this organization to the board of directors for confirmation.

Section 13. An auditing committee, none of whom shall be members of the board of directors, shall be appointed by the president subject to the approval of the members of this organization, at a meeting preceding immediately every annual meeting, and all the accounts of the treasurer, secretary, board of directors, and of all committees shall be

audited by this committee and a report made to the organization at the annual meeting.

### Elections

Section 14. The election of a board of directors shall take place annually on the first Monday in May, and the members of the nominating committee shall be nominated from the floor, and voted upon by ballot at the last regular meeting prior to the annual meeting. The five candidates receiving the greatest number of votes are elected.

Each member of the organization shall have sent to him, seven days prior to the election, a special notice of this meeting, from a list of twenty-five candidates prepared by the nominating committee and posted on the bulletin board. Or, a board of directors may be nominated by any twenty members by posting a list on the bulletin board over their signatures one week before the election.

Section 15. A committee of five tellers, who are not members of the board of directors or candidates for that position, shall be appointed by the president at the last annual meeting prior to the election, and these five tellers shall conduct the election.

### Disbursements

Section 16. All disbursements must be ordered and approved by the executive committee and board of directors, signed by the secretary or president and payments made by cheque. Only by the unanimous vote of the directors, or by a five-sixths vote of the members in attendance at any regular meeting of this organization, shall any appropriation of money, or disposition of property be made.

### Subsidiary Organization

Section 17. Should it be desired by any number of members to stimulate special activity and development in any particular branch of art and letters, a board or association may be formed for that purpose by presenting to the board of directors a petition signed by eight members, and if the petition is approved, a meeting is called by the secretary of all members whose interest in the project is likely to be enlisted. Should the formation of such an organization meet with the favourable consideration of three-fifths of those who attend the meeting, the board of directors shall issue a certificate of organization which shall be signed by the president and secretary, and bear the organization's

seal. Rules for the governing of its members, and which are in no sense in conflict with those of the organization as an entire body, may be adopted by any subsidiary organization.

Section 18. Upon a petition of three-fifths of the members of any subsidiary organization, such organization may be dissolved by the board of directors; or for any cause subversive of the governing rules of this organization.

Section 19. A full report shall be submitted annually to the board of directors of this organization by all subsidiary organizations.

#### Quorum

Section 20. At any regular meeting of this organization one-eighth of the members present shall constitute a quorum.

#### Amendments

Section 21. By a three-fifths vote at any meeting of this organization, these by-laws may be amended, if previously notice of the proposed amendment has been approved by the board of directors, posted on the bulletin board, and mailed to each member by the secretary, at least one week before the time to vote.

**Standing Rules**

1. Members shall be limited in speaking on a single question to not oftener than three times, and for no longer than ten minutes each time.
2. Except upon the invitation of the board of directors, none others than members shall address this organization.
3. Written resolutions only may be presented.

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## APPENDIX B.

### SPECIMEN CONSTITUTION FOR SMALL CLUBS

1 The name of the Club shall be "The Lucknow Football Club."

2. The amount of the minimum annual subscription shall be :

	Rs.
President and Vice-President	...
Playing Members	...
Honorary Members	...
Non-playing Members	...
Junior Members (under 18)	...

3. Subscriptions shall be due on or before ..... in each season. Any member not having resigned by writing at the end of any season shall be deemed to be a member for the ensuing season. The subscription of members joining after ..... becomes due immediately on election. The Committee are empowered to remove from the playing list any member whose subscription or other debt to the Club is over due.

4. The Officers of the Club shall be elected at the Annual General Meeting and shall consist of a President, Vice-Presidents, Chairman, Captains,

Honorary Secretaries, Honorary Treasurer and six additional members.

3. The Committee shall have power to co-opt any member for any special reason, such member to vote and act only for that purpose.

6. Any member of the Committee who resigns office or absents himself or herself from..... .... consecutive meetings may be replaced at the option of the Committee.

7. The Committee shall have full control over the funds of the Club and shall have power to decide any question not dealt with in these rules.

8. The members shall indemnify the Committee and Officers of the Club against any liability incurred by them or by any reason of their holding office.

9. The Committee shall have power to expel any member whose conduct in their opinion is injurious to the character and the interest of the Club, or any member who is one season in arrears with his membership subscription or any other debt to the Club.

10. A requisition signed by not less than (six) members shall have power to call a general meeting, such notice to be sent in writing to the Honorary

Secretary giving the reason for calling such meeting.

11. No alteration of these rules shall be made except at a general meeting. Notice of such proposed alteration to be given on the notice convening such meeting.

12. The General Committee shall have power to appoint Sub-Committees for any special purposes, the Honorary Secretary and Honorary Treasurer to be ex-officio members of committees.

13. The Club shall not be dissolved except at a special general meeting called for that purpose, and then only by a two-thirds majority vote of the members present.

14. Only members who have paid their subscriptions shall be allowed to vote at any General Meeting.

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## APPENDIX C

### SECTIONS RELATING TO THE MUNICIPAL MEETINGS AND PROCEEDINGS, FROM THE U. P. MUNICIPALITIES ACT 1916 AS AMENDED UPTO JUNE 30TH, 1930.

#### **Municipal meetings and proceedings.**

86. (1) There shall be at least one meeting of the board in every month to be held on a day fixed by regulation or of which notice has been given in a manner provided by regulation in this behalf.

(2) The chairman may, whenever he thinks fit, and shall upon a requisition made in writing by not less than one-fifth of the members of the board, convene a meeting.

(3) A meeting may be adjourned until the next or any subsequent day, and an adjourned meeting may be further adjourned in like manner.

(4) Every meeting shall be held at the municipal office (if any) or other convenient place of which notice has been duly given.

87 (1) Subject to any provision to the contrary made by regulation in this behalf any business may be transacted at any meeting.

(2) Provided that no business which is required to be transacted by a special resolution shall be transacted unless previous notice of the intention to transact such business has been given,

88. (1) It shall be necessary for the transaction of any business other than business which is required to be transacted by a special resolution that not less than one third of the total number of members of the board for the time being shall be present.

(2) It shall be necessary for the transaction of business which is required to be transacted by special resolution that not less than one-half of such members shall be present.

(3) Provided that when it is necessary to postpone any business at a meeting for want of the prescribed quorum, the chairman, after the transaction of such business as can be transacted shall adjourn the meeting to another date, and the business postponed for want of the prescribed quorum shall be transacted on such date, or in the event of a further adjournment of the meeting to a subsequent date, on such subsequent date, notwithstanding any deficiency in the number of members present.

89. If at a meeting neither the chairman nor a

vice-chairman is present the members present shall elect one of their number to be the chairman of the meeting, and such chairman shall perform all the duties, and may exercise all the powers, of the chairman of a board when presiding at a meeting.

90 Every meeting shall be open to the public, unless the chairman thereof considers that the public should be excluded during the whole or any part of the meeting.

(91) Where at a meeting of the board any member or other person refuses to comply with any direction of the chairman ruling any business, discussion or matter out of order, or otherwise regulating the conduct of members or of business, or where any member or person wilfully disturbance the meeting, the chairman may require that member or person to withdraw from the meeting, and in the event of his omitting to do so, may employ against him such force as is necessary, or as in good faith he believes to be necessary, for the purpose of removing and excluding him from the meeting.

92 (1) All questions which may come before a meeting of a board shall be decided by a majority of the votes of the members present and voting,  
(2) In case of an equality of votes the

chairman of the meeting shall have a second or casting vote.

(3) The foregoing provisions of this section shall be subject to the provisions of sub-section (6) of section 94 and of any other provision of, or under this or any other enactment requiring a resolution to be supported by any proportion or number of the members.

93. The Sanitary Engineer, the Sanitary Commissioner, or Deputy Sanitary Commissioner, the Civil Surgeon of the district, the Executive Engineer the Inspector of Schools, and any other officer specially authorized by the Local Government in this behalf shall be entitled to attend a meeting of the board and to address the board on any matter affecting their respective departments.

94. (1) The names of the members present and the proceedings held and resolutions passed, at a meeting of a board shall be entered in a book to be called the minute book,

(2) The minutes shall be read out at the meeting or the next ensuing meeting and after being passed as correct by the members (or a majority of them) present at the reading who were also present at the proceedings recorded in the minutes, shall be certified as passed by the signature of the chairman

of the meeting at which they are passed.

(3) Every resolution passed by a board at a meeting shall, where it is possible be published in a local paper published in English and in a local paper published in vernacular, or, where both such papers do not exist in a local paper published in one or other of such languages, and, in default of any local paper, in such manner as the Local Government by rule prescribe.

(4) Copies of every resolution passed by a board at a meeting shall, within ten days from the date of the meeting, be forwarded to the Commissioner and the District Magistrate.

(5) When, subsequent to action being taken in respect of any resolution under sub-section (3) or (4), but before the minutes regarding the resolution are signed as required by sub-section (2) any alteration is made in the wording of such minutes, the alteration shall be notified by publication or communicated to the Commissioner and the District Magistrate, as the case may be.

(6) A resolution of a board shall not be modified or cancelled within six months after the passing therefore—

(a) Unless previous notice has been given setting forth fully the resolution which it

is proposed to modify or cancel and the motion or proposition for the modification or cancellation of such resolution and

- (b) except by a resolution supported by not less than one-half of the total number of members of the board for the time being.

95. The following matters shall be regulated and governed by rules made by the Local Government, namely :—

- (a) The intermediate office or offices, if any, through which correspondence between boards and the Local Government or officers of the Local Government and representations by the board addressed to the Local Government shall pass;
- (b) the preparation of plans and estimates for works which are to be partly or wholly constructed at the expense of the board;
- (c) the authority by whom and the conditions subject to which such plans and estimates may be sanctioned;
- (d) the agency by which such plans and estimates shall be prepared and by which works shall be carried out;

- (e) the accounts to be kept by boards, the manner in which accounts shall be audited and published and the power of auditors in respect of disallowance and surcharge;
- (f) the date before which a meeting shall be held for the sanction of the budget;
- (g) the method and forms to be adopted in the preparation of budgets;
- (h) the conditions subject to which a board in respect of which an order has been issued under section 102 shall be entitled to vary or alter its budgets and
- (i) the returns, statements and reports to be submitted by boards.

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## APPENDIX D

(SECTIONS RELATING TO THE MEETINGS AND PROCEEDINGS OF COMPANIES, FROM THE INDIAN COMPANIES ACT 1913 AS MODIFIED UPTO 16TH JANUARY 1937.)

### *Meetings and Proceedings.*

[76. (1) A general meeting of every company shall be held within eighteen months from the date of its incorporation and thereafter once at least in every calendar year and not more than fifteen months after the holding of the last preceding general meeting.

(2) If default is made in holding a meeting in accordance with the provisions of this section, the company and every Director or manager of the company who is knowingly and wilfully a party to the default shall be liable to a fine not exceeding five hundred rupees.

(3) If default is made as aforesaid, the Court may, on the application of any member of the company, call or direct the calling of a general meeting of the company.]

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I This section was substituted by s. 31 of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

[77. (1) Every company limited by shares and every company limited by guarantee and having a share capital shall, within a period of not less than one month nor more than six months from the date at which the company is entitled to commence business, hold a general meeting of the members of the company, which shall be called the statutory meeting.

(2) The directors, shall, at least twenty-one days before the day on which the meeting is held, forward a report (in this Act referred to as the statutory report) certified as required by this section to every member of the company.

(3) The statutory report shall be certified by not less than two directors of the company or by the chairman of the directors if authorised in this behalf by the directors and shall state—

(a) the total number of shares allotted, distinguishing shares allotted as fully or partly paid up otherwise than in cash, and stating in the case of shares partly paid up the extent to which they are so paid up, and in either case the consideration for which they have been allotted;

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I This section was substituted by s. 32 of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

- (b) the total amount of cash received by the company in respect of all the shares allotted, distinguished as aforesaid;
- (c) an abstract of the receipts of the company and of the payments made thereout up to a date within seven days of the date of the report, exhibiting under distinctive headings the receipts of the company from shares and debentures and other sources, the payments made thereout, and particulars concerning the balance remaining in hand, and an account or estimate of the preliminary expenses of the company showing separately any commission or discount paid on the issue or sale of shares;
- (d) the names, addresses and descriptions of the directors, auditors, managing agents and managers, if any, and secretary of the company and the changes, if any, which have occurred since the date of the incorporation;
- (e) the particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together

with the particulars of the modification or proposed modification;

- (f) the extent to which underwriting contracts, if any, have been carried out;
- (g) the arrears, if any, due on calls from directors, managing agents and managers; and
- (h) the particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any director, managing agent or manager or a partner of the managing agent if the managing agent is a firm or if the managing agent is a private company a director thereof.

(4) The statutory report shall, so far as it relates to the shares allotted by the company, and to the cash received in respect of such shares and to the receipts and payments of the company, be certified as correct by the auditors of the company.

(5) The directors shall cause a copy of the statutory report certified as required by this section to be delivered to the registrar for registration forthwith after the sending thereof to the members of the company.

(6) The directors shall cause a list showing the

names, descriptions and addresses of the members of the company, and the number of shares held by them respectively, to be produced at the commencement of the meeting, and to remain open and accessible to any member of the company during the continuance of the meeting.

(7) The member of the company present at the meeting shall be at liberty to discuss any matter relating to the formation of the company or arising out of the statutory report, whether previous notice has been given or not, but no resolution of which notice has not been given in accordance with the articles may be passed.

(8) The meeting may adjourn from time to time, and at any adjourned meeting any resolution of which notice has been given in accordance with the articles, either before or subsequently to the former meeting, may be passed, and the adjourned meeting shall have the same powers as an original meeting.

(9) If a petition is presented to the Court in manner provided by Part V for winding up the Company on the ground of default in filing the statutory report or in holding the statutory meeting, the Court may, instead of directing that the company be wound up, give directions for the statutory

report to be filed or a meeting to be held, or make such other order as may be just.

(10) In the event of any default in complying with the provisions of this section every director of the company who is guilty of or who knowingly and wilfully authorises or permits the default shall be liable to a fine not exceeding five hundred rupees

(11) This section shall not apply to a private company.]

78. (1) Notwithstanding anything in the articles, the directors of a company which has a share capital shall, on the requisition of the holders of not less than one-tenth of the issued share capital of the company upon which calls or other sums then due have been paid, forthwith proceed to call an extraordinary general meeting of the company.

(2) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company and may consist of several documents in like form, each signed by one or more requisitionists.

(3) If the directors do not proceed within twenty-one days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists, or a majority of them in value,

may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the requisition.

<sup>1</sup>[(4)] Any meeting called under this section by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by directors.

<sup>1</sup>[(5)] Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration for their services to such of the directors as were in default.]

<sup>2</sup>[79. (1) The following provisions shall have effect with respect to meetings of a company other than a private company not being a subsidiary of a public company and the procedure thereat, not-

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1 Sub-section (4) was omitted, original sub-section (5) was renumbered as (4) and sub-section (5) added by s. 33 of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

2 This section was substituted by s. 34 of the Indian Companies (Amendment) Act 1936 (XXII of 1936).

withstanding any provision made in the articles of the company in this behalf :—

- (a) a meeting of a company other than a meeting for the passing of a special resolution may be called by not less than fourteen days' notice in writing; but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit;
- (b) notice of the meeting of a company with a statement of the business to be transacted at the meeting shall be served on every member in the manner in which notices are required to be served by Table A and for the purpose of this clause the expression 'Table A' means that table as for the time being in force; but the accidental omission to give notice to, or the non-receipt of notice by any member shall not invalidate the proceedings at any meeting;
- (c) five members present in person or by proxy, or the chairman of the meeting,

or any member or members holding not less than one-tenth of the issued capital which carries voting rights shall be entitled to demand a poll. Provided that in the case of a private company if not more than seven members are personally present, one member, and if more than seven members are personally present, two members shall be entitled to demand a poll;

- (d) an instrument appointing a proxy, if in the form set out in regulation 67 of Table A, shall not be questioned on the ground that it fails to comply with any special requirements specified for such instruments by the articles; and
- (e) any shareholder whose name is entered in the register of shareholders of the company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

(2) The following provisions shall have effect in so far as the articles of the company do not make other provision in that behalf:—

- (a) two or more members holding not less than one-tenth of the total share capital,

paid up or, if the company has not a share capital, not less than five per cent in number of the members of the company may call a meeting ;

- (b) in the case of a private company two members and in the case of any other company five members personally present shall be a quorum ;
- (c) any member elected by the members present at a meeting may be chairman thereof ;
- (d) in the case of a company originally having a share capital, every member shall have one vote in respect of each share or each hundred rupees of stock held by him, and in any other case every member shall have one vote ;
- (e) on a poll votes may be given either personally or by proxy ;
- (f) the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised ; in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or an attorney duly authorised ; and

(g) a proxy must be a member of the company.

(3) If for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called or to conduct the meeting of the company in manner prescribed by the articles or this Act, the Court may, either of its own motion or on the application of any director of the company or of any member of the company who would be entitled to vote at the meeting, order a meeting of the company to be called, held and conducted in such manner as the Court thinks fit, and where any such order is given may give such ancillary or consequential directions as it thinks expedient and any meeting called, held and conducted in accordance with any such order shall for all purposes be deemed to be a meeting of the company duly called held and conducted.

80. A company which is a member of another company may, by resolution of the directors, authorise any of its officials or any other person to act as its representative at any meeting of that other company, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents as if he

was an individual shareholder of that other company.

81. (1) A resolution shall be an extraordinary resolution when it has been passed by a majority of not less than three-fourths of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

[ (2) A resolution shall be a special resolution when it has been passed by such a majority as is required for the passing of an extraordinary resolution and at a general meeting of which not less than twenty-one days notice specifying the intention to propose the resolution as a special resolution has been duly given ;

provided that, if all the members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.]

(3) At any meeting at which an extraordinary

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1. This sub-section was substituted by s. 35 of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

resolution<sup>2</sup>[or a special resolution is submitted to be passed] a declaration of the chairman on a show of hands that the resolution is carried shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(4) At any meeting at which an extraordinary resolution<sup>2</sup>[or a special resolution is submitted to be passed] a poll may be demanded<sup>3\*</sup> \* \*

(5) In a case where, if a poll is demanded, it may in accordance with the articles be taken in such manner as the chairman may direct; it may, if the chairman so directs, be taken at the meeting at which it is demanded.

(6) When a poll is demanded in accordance with this section, in computing the majority on the poll, reference shall be had to the number of votes to which each member is entitled by the articles of the company,<sup>1</sup> [or under this Act].

(7) For the purposes of this section notice of a meeting shall be deemed to be duly given and the

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2. These words were substituted for the words "is submitted to be passed or a special resolution is submitted to be passed or confirmed." *ibid.*

3. Certain words were omitted, *ibid.*

meeting to be held when the notice is given and the meeting held in manner provided by the articles, [or under this Act].

82. (1) A copy of every special and extraordinary resolution shall, within fifteen days from <sup>2</sup>[the passing thereof] be printed or typewritten<sup>3</sup> [and duly certified under the signature of an officer of the company] and filed with the registrar who shall record the same.

(2) Where articles have been registered, a copy of every special resolution for the time being in force shall be embodied in or annexed to every copy of the articles issued after the date of the resolution.

(3) When articles have not been registered, a copy of every special resolution shall be forwarded in print to any member at his request, on payment of one rupee or such less sum as the company may direct.

1 These words were added by s. 35 of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

2 These words were substituted for the words "the confirmation of the special resolution or from the passing of the extraordinary resolution, as the case may be," by s. 36, *ibid.*

3 These words were inserted, *ibid.*

(4) If a company makes default in so filing with registrar a copy of a special or extraordinary resolution, it shall be liable to a fine not exceeding twenty rupees for every day during which the default continues.

(5) If a company makes default in embodying in or annexing to a copy of its articles or in forwarding in print to a member when required by this section a copy of a special resolution, it shall be liable to a fine not exceeding ten rupees for each copy in respect of which default is made.

(6) Every officer of a company who knowingly and wilfully authorises or permits any default by the company in complying with the requirements of this section shall be liable to the like penalty as is imposed by this section on the company for that default.

83. (1) Every company shall cause minutes of all proceedings of general meetings and of its directors to be entered in books kept for that purpose.

(2) Any such minute, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding, shall be evidence of the proceedings.

(3) Until the contrary is proved, every general meeting of the company or meeting of directors in

respect of the proceedings whereof minutes have been so made shall be deemed to have been duly called and held, and all proceedings had thereat to have been duly had and all appointments of directors or liquidators shall be deemed to be valid.

'[(4) The books containing the minutes of proceedings of any general meeting of a company held after the commencement of the Indian Companies (Amendment) Act, 1936, shall be kept at the registered office of the company and shall during business hours (subject to such reasonable restriction as the company may by its articles or in general meeting impose so that no less than two hours in each day be allowed for inspection) be open to the inspection of any member without charge.]

'[(5) Any member shall at any time after seven days from the meeting be entitled to be furnished within seven days after he has made a request in that behalf to the company with a copy of any minutes referred to in sub-section (4) at a charge not exceeding six annas for every hundred words ]

'[(6) If any inspection required under sub-section (4) of this section is refused or if any copy required under sub-section (5) of this section is not

furnished within the time specified in sub-section (5) the company and every officer of the company who is knowingly and wilfully in default shall be liable in respect of each offence to a fine not exceeding twenty-five rupees for every day during which the default continues.]

'[(7) In the case of any such refusal or default, the Court may by order compel an immediate inspection of the books in respect of all proceedings of general meetings or direct that the copies required shall be sent to the persons requiring them.]

I These sub-sections were added by s. 37<sup>1</sup> of the Indian Companies (Amendment) Act, 1936 (XXII of 1936).

THE END











